

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re:	)	
	)	Chapter 11 (Joint Administration)
	)	
SD-Charlotte, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-30149
	)	
Debtors.	)	
	)	
	)	

**MOORE & VAN ALLEN PLLC’S SECOND INTERIM AND FINAL APPLICATION  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR PROFESSIONAL SERVICES RENDERED AS COUNSEL FOR THE DEBTORS  
FOR THE PERIODS (I) FROM FEBRUARY 7, 2020 THROUGH AUGUST 19, 2020 FOR  
THE DEBTORS SD-CHARLOTTE, LLC, SD-MISSOURI, LLC, SD RESTAURANT  
GROUP, RTHT INVESTMENTS, LLC AND SOUTHERN DELI HOLDINGS, LLC,  
AND (II) FROM AUGUST 19, 2020 THROUGH AUGUST 27, 2020  
FOR SOUTHERN DELI HOLDINGS, LLC**

Name of applicant:	<u>Moore &amp; Van Allen PLLC (“MVA”)</u>
Authorized to provide professional services to:	<u>The debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the “Debtors”)</u>
Date of retention:	<u>Order entered February 18, 2020</u>
Period for which compensation and reimbursement is sought:	<u>February 7, 2020, through and including August 27, 2020<sup>2</sup></u>

<sup>1</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: SD-Charlotte, LLC (7237); RTHT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294); and Southern Deli Holdings, LLC (9425).

<sup>2</sup> Note: SD-Charlotte, LLC, SD-Missouri, LLC, SD Restaurant Group, LLC and RTHT Investments, LLC (the “Plan Debtors”) filed their Notice of Effective Date for the confirmed Joint Plan of Liquidation on August 19, 2020. Separate matters were opened for Southern Deli Holdings, LLC. On August 27, 2020, the Court approved the structured dismissal of Southern Deli Holdings, LLC. Therefore Southern Deli Holdings, LLC is included in both time periods in this final fee application.

## Second Interim Period

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### **Plan Debtors and Southern Deli Holding, LLC (the “Pre-Effective Interim Period”):**

Amount of second interim compensation sought as actual, reasonable and necessary for the period of June 1, 2020 – August 19, 2020:	\$431,098.50
Amount of second interim compensation previously paid:	\$188,576.55
Amount still outstanding	\$242,521.95
Amount of second interim expense reimbursement sought as actual, reasonable and necessary for the period of July 1, 2020 – August 19, 2020:	\$ 3,565.19
Amount of second interim expense reimbursement previously paid:	\$ 2,507.26
Amount of second interim expense reimbursement still outstanding	\$ 1,057.93
Total amount of second interim compensation and expense reimbursement sought as actual, reasonable, and necessary for the period of July 1, 2020 – August 19, 2020:	\$434,663.69

### **Southern Deli Holding, LLC only (the “Pre-Dismissal Interim Period” and together with the Pre-Effective Interim Period, the “Second Interim Period”):**

Amount of second interim compensation sought as actual, reasonable and necessary for the period of August 20, 2020 – August 27, 2020:	\$ 9,873.50
Amount of second interim expense reimbursement sought as actual, reasonable and necessary for the period of August 20, 2020 – August 27, 2020:	\$ 0.00
Total amount of second interim compensation and expense reimbursement sought as actual, reasonable, and necessary for the period of August 20, 2020 – August 27, 2020:	\$ 9,873.50

### Final Application Period

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Amount of final compensation sought as actual, reasonable and necessary for the period of February 7, 2020 - August 27, 2020:	\$1,164,060.50
Amount of final compensation previously paid:	\$ 911,665.05
Amount of final compensation still outstanding:	\$ 242,521.95
Amount of final expense reimbursement sought as actual, reasonable and necessary for the period of February 7, 2020 - August 27, 2020:	\$ 6,019.51
Amount of final expense reimbursement previously paid:	\$ 4,961.58
Amount of final expense reimbursement still outstanding:	\$ 1,057.93
Total amount of final compensation and expense reimbursement sought as actual, reasonable and necessary for the period of February 7, 2020 - August 27, 2020:	\$1,170,080.01

This is an   X   interim   X   final application.

This is the second interim and final fee application filed by MVA.



necessary expenses incurred in the amount of \$3,565.19 for a total of \$434,663.69; (b) the Pre-Dismissal Interim Period for professional legal services rendered to Southern Deli Holdings, LLC in the amount of \$9,873.50; and (c) the Final Period for professional legal services rendered to the Debtors in the amount of \$1,164,060.50 and reimbursement for actual and necessary expenses incurred in the amount of \$6,019.51 for a total of \$1,170,080.01. In support of this Final Application, MVA states as follows:

**I. BACKGROUND**

1. On February 7, 2020 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, commencing these cases (the “Chapter 11 Cases”).

2. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. §157(b)(2).

3. The Debtors are operating their business and managing their affairs as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

4. On February 13, 2020, the Debtors filed an application to retain MVA as Debtors’ counsel. The Debtors’ retention of MVA was approved by the *Order (I) Approving the Retention of Moore & Van Allen PLLC as Attorneys for Debtors and Debtors-in-Possession, Effective as of the Petition Date, and (II) Granting Related Relief*, entered February 18, 2020 [Docket No. 78].

5. On June 19, 2020, MVA filed its First Interim Application for Allowance of Compensation and Reimbursement of Expenses for Professional Services Rendered as Counsel

for the Debtors [Docket No. 411] (the “First Application”). The Court granted the First Application by its Order dated July 10, 2020 [Docket No. 457].

6. Since the period covered by the First Application, MVA has rendered services on behalf of the Debtors which were invoiced to the Debtors with copies to the Notice Parties (as defined in the Fee Procedure Order) on July 20, 2020. Invoices were not sent for the July and August billing periods in anticipation of filing this Final Application. Therefore, this Final Application includes the compensation MVA seeks for services provided to the Debtors during the Second Interim Period.

7. Pursuant to the Fee Procedure Order, professionals may request monthly compensation and reimbursement, with such requests to be served on the Notice Parties for review. If no objection to a professional’s request is received within 14 days of such request, the Debtors are authorized to pay 90 percent of the fees and 100 percent of the expenses requested. The Fee Procedure Order also requires each retained professional to file, approximately every four months, an application for interim Court approval and allowance pursuant to section 331 of the Bankruptcy Code for 100 percent of the compensation and reimbursement expenses for the prior four months.

8. On June 19, 2020, the Plan Debtors filed their *Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* (as amended, modified or supplemented, the “Plan”) [Docket No. 414]. A hearing to consider confirmation of the Plan was held on August 14, 2020.

9. On August 17, 2020, the Court entered the *Order (I) Confirming the Joint Plan of Liquidation and (II) Approving the Disclosure Statement For Debtors SD-Charlotte, LLC, SD-Missouri, LLC, RTHT Investments, LLC and SD Restaurant Group, LLC* [Docket No. 535] (the “Confirmation Order”).

10. The effective date of the Plan was August 19, 2020. Accordingly, this Final Application with respect to the Plan Debtors is for the period for February 7, 2020 through and including August 19, 2020.

11. On August 6, 2020, Southern Deli Holdings, LLC filed its *Motion to Dismiss Bankruptcy Case Debtor Southern Deli Holdings, LLC's Motion for Entry of an Order (I) Dismissing Chapter 11 Case; (II) Exculpating Certain Parties from Liability; (III) Dissolving Southern Deli Holdings, LLC; and (IV) Granting Related Relief* [Docket No. 508].

12. After hearing, the Court entered the *Order Granting Motion to Dismiss Bankruptcy Case Debtor Southern Deli Holdings, LLC's Motion for Entry of an Order (I) Dismissing Chapter 11 Case; (II) Exculpating Certain Parties from Liability; (III) Dissolving Southern Deli Holdings, LLC; and (IV) Granting Related Relief* [Docket No. 548], which started the structured dismissal process. Accordingly, this Final Application with respect to Southern Deli Holdings, LLC is for the period for February 7, 2020 through and including August 27, 2020.

13. For the avoidance of doubt, the Second Interim Period includes all Debtors.

## **II. COMPENSATION RECEIVED DURING SECOND INTERIM PERIOD**

14. All services for which MVA seeks compensation were performed for or on behalf of the Debtors. During the Second Interim Period, MVA requested and received monthly payments from the Debtors pursuant to the Fee Procedure Order as follows:

<b>Date of Request</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Payment Received</b>	<b>Holdback &amp; Pending</b>
20 JUL	\$209,529.50	\$2,507.26	\$191,083.81	\$20,952.95

MVA's monthly fee request was served upon the Notice Parties for review as directed by the Fee Procedure Order. None of the Notice Parties objected to MVA's fee requests. MVA is entitled to and requests compensation from the Debtors for the outstanding fees and expenses totaling \$20,952.95.

15. MVA incurred additional fees and expenses during the July and August billing periods that were not previously invoiced as follows:

<b>Billing Periods</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Total Outstanding</b>
July 1 – July 31, 2020	\$162,276.50	\$820.42	\$163,096.92
August 1 – August 19, 2020	\$59,292.50	\$237.51	\$59,530.01
August 20 – August 27, 2020 for Southern Deli Holdings, LLC	\$9,873.50	\$0.00	\$9,873.50

16. Accordingly, MVA requests that the Court authorize the Debtors to pay the outstanding fees in the amount of \$252,395.45 and expenses in the amount of \$1,057.93 for the Second Interim Period in the total amount of \$253,453.38.

17. There is no agreement or understanding between MVA and any other person (other than the members of MVA) for the sharing of compensation to be received for services rendered in these cases.



## **II. SUMMARY OF SERVICES RENDERED BY MVA**

18. Attached hereto as Exhibit A is a schedule summarizing the professional services rendered to the Debtors by MVA by project category during the Interim Period. MVA has categorized its time by the project categories recommended by the Guidelines for Compensation and Expense Reimbursement of Professionals (the “Compensation Guidelines”) as set forth in Appendix A to the Local Rules of the United States Bankruptcy Court for the Western District of North Carolina. These services included, among other things:

- (a) Asset Transactions;
- (b) Case Administration and Business Operations;
- (c) Financing and Relief from Stay Proceedings;
- (d) Fee Proceedings;
- (e) Plan and Disclosure Statement;
- (f) Claims Administration; and
- (g) Litigation.

19. The principal MVA attorneys who have rendered professional services to the Debtors during the Second Interim Period were Zachary H. Smith, James R. Langdon, Robert A. Fisher, Hillary B. Crabtree, Julia May, Reid E. Dyer, Rachel Coyne, Gabriel L. Mathless, Matthew K. Taylor, and Joanne Wu. Paralegal services were provided primarily by Muriel Powell. A summary of the professionals that have rendered services to the Debtors, which includes each professional’s hours billed, hourly rate, background and experience, is attached hereto as Exhibit B.

20. A summary of MVA’s out-of-pocket disbursements during the Second Interim Period is attached hereto as Exhibit C.

21. Attached hereto as Exhibit D are MVA's detailed invoices for the Second Interim Period. Invoices are provided for each month of the Second Interim Period and are divided by category of the task performed.

### **III. DESCRIPTION OF SERVICES RENDERED DURING FINAL PERIOD**

22. As Debtors' counsel, MVA has assisted the Debtors with a multitude of matters in these Chapter 11 Cases including, without limitation, general administration of the Chapter 11 Cases, negotiation and implementation of complex asset sales, litigation, analysis and resolution of claims, real estate issues, corporate law matters, tax matters, and plan and disclosure statement matters.

23. MVA grouped its services using the categories set forth below in accordance with the recommendation of the Compensation Guidelines. MVA attempted to place the services provided in the category that best related to such services. Because some services may overlap categories, services pertaining to one category may in fact be included in another category. The services provided are generally described below by category. A detailed description of the services provided is set forth in MVA's invoices attached hereto as Exhibit D.

#### **Asset Transactions**

24. MVA provided services related to the sale of the two main segments of the Debtors' business: the sale of their Sonic Drive-In franchises and related assets (the "Sonic Sale"), and the sale of the Debtors' MOD Pizza franchises and related assets (the "MOD Sale"), including:

- (a) advising the Debtors on all aspects of the aforementioned sale processes;
- (b) coordinating the sale processes with the Debtors and their retained investment banker;
- (c) assisting the Debtors with negotiations related to the Sonic Sale and the MOD Sale;

- (d) negotiating and drafting nondisclosure agreements with various potential buyers and sale parties;
- (e) negotiating and drafting stalking horse asset purchase agreements for the Sonic Sale and the MOD Sale;
- (f) negotiating and drafting bidding procedures, and motions for the approval of same, in relation to the Sonic Sale and the MOD Sale;
- (g) negotiating and drafting proposed bidding procedures orders for the Sonic Sale and MOD Sale;
- (h) negotiating and drafting a sale order for the Sonic Sale; and
- (i) assisting the Debtors in closing the Sonic Sale.

#### **Case Administration and Business Operations**

25. MVA provided legal advice and services related to numerous case administration issues and matters affecting the Debtors, including:

- (a) advising the Debtors concerning case strategy;
- (b) assisting the Debtors with respect to compliance with the Bankruptcy Administrator's operating guidelines and reporting requirements;
- (c) assisting and representing the Debtors in connection with the 341 meeting of creditors;
- (d) responding to inquiries from various creditors and parties-in-interest;
- (e) researching various legal issues affecting the administration of the Debtors' estates;
- (f) filing various notices, motions, agendas and orders;
- (g) assisting the Debtors with business operational issues impacted by the Chapter 11 Cases; and
- (h) coordinating critical dates, schedules and calendars and maintaining case and pleading files.

26. In addition, MVA negotiated, prepared, and filed numerous first-day motions, the Debtors' Schedules and Statements and periodic reports for subsidiaries, motions to extend the deadline to assume or reject leases, and motions for authorization to reject certain agreements.

### **Financing and Relief from Stay Proceedings**

27. MVA provided legal advice and services related to securing and approving a debtor-in-possession financing facility and securing an order granting consensual use of cash collateral, including:

- (a) negotiating and drafting a motion to approve the debtor-in-possession financing facility;
- (b) negotiating the final order approving the debtor-in-possession financing facility; and
- (c) negotiating with the prepetition lender and the Creditors' Committee for the consensual use of cash collateral.

### **Fee Applications and Proceedings**

28. MVA's services provided during the Interim Period under this category include the preparation of monthly compensation statements for MVA and assisting the Debtors' other professionals (as applicable) in the preparation of compensation reports. During the Interim Period, MVA also assisted the Debtors in reviewing and analyzing various professionals' monthly compensation requests circulated pursuant to the Fee Procedure Order.

### **Plan and Disclosure Statement**

29. MVA prepared and filed a motion to extend the exclusive period for filing a plan of reorganization and for solicitation of votes, researched and analyzed the Debtors' options with regard to a plan of liquidation, corresponded via telephone conference and e-mails with various parties to negotiate the terms of chapter 11 plan of liquidation.

30. MVA drafted a chapter 11 plan of liquidation, a related disclosure statement, and a motion to approve the disclosure statement, and various plan supplements.

31. The confirmation hearing was held on August 14, 2020, and the joint plan of liquidation was confirmed on August 15, 2020. The effective date was August 19, 2020.

### **Claims Administration**

32. MVA reviewed and analyzed various claims filed against the Debtors, performed research in connection with potential objections to certain claims, and coordinated with the Debtors' claims and noticing agent.

### **Litigation**

33. MVA assisted the Debtors with drafting and filing a notice of suggestion of bankruptcy to be used in certain litigations pending against the Debtors as of the Petition Date, and assisted in the development of litigation strategies in relation to the Chapter 11 Cases, as needed.

## **IV. DESCRIPTION OF DISBURSEMENTS AND EXPENSES INCURRED DURING THE FINAL PERIOD**

1. It is MVA's policy with respect to expenses to charge its clients in all areas of practice for expenses incurred in connection with each client's case. The expenses charged to clients include, among other things, filing and court fees, telephone and telecopier charges, regular and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research charges, and transcription costs, as well as non-ordinary overhead expenses such as secretarial overtime. MVA believes that failure to charge these expenses would require the firm to increase its current hourly rates.

35. MVA requests reimbursement for its actual and necessary expenses incurred during the Second Interim Period in the amount of \$3,565.19 and for the Final Period in the amount of \$6,019.51. A summary of the expenses incurred by MVA during the Second Interim Period is attached hereto as Exhibit C and a detailed breakdown of such expenses is provided in MVA's invoices attached hereto as Exhibit D. The expenses MVA incurred in the rendition of

professional services were necessary and reasonable under the circumstances to serve the needs of the Debtor, its estate and its creditors.

A. Copying and Print Services Charges

36. MVA customarily charges \$0.17 per page for copying expenses, \$0.12 per insert for tabs, \$2.00 per book for binding, and \$20.00 per hour for additional labor. MVA believes that these charges are reasonable and customary in the legal industry. These charges approximate MVA's direct costs and the reasonable allocation of overhead relating to these expenses.

37. In addition, MVA often utilizes outside copier services for high volume projects when feasible, and this Application seeks the recovery of those costs, if applicable.

B. Telephone Expenses

38. MVA customarily charges \$0.49 per minute for long distance telephone calls within the United States.

C. Delivery Costs

39. MVA requests reimbursement for amounts expended for U.S. mail delivery and courier services. On certain occasions, hand or overnight delivery of documents or other materials was required as a result of the time constraints inherent in bankruptcy cases. MVA has requested reimbursement only for its own costs of using such express and courier delivery services.

**V. NOTICE**

40. MVA represents to the Court that it has served a copy of this Final Application with the attached exhibits and Notice of Opportunity for Hearing on the Bankruptcy Administrator, counsel to the Senior Bond Trustee and Collateral Agent, counsel to the Junior

Bond Trustee, those persons who have formally appeared and requested service in this case pursuant to Bankruptcy Rule 2002, and served the Notice of Opportunity for Hearing on such other parties as listed on the Certificate of Service filed with this Court.

## **VI. CONCLUSION**

41. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, MVA respectfully submits that the amounts requested for compensation and expense reimbursement are fair and reasonable given (a) the complexity of the case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, Moore & Van Allen PLLC requests that:

(a) MVA be allowed (i) interim compensation of \$440,972.00 as reasonable, actual, and necessary professional services rendered by it on behalf of the Debtor during the Second Interim Period and (ii) interim reimbursement of expenses incurred during the Second Interim Period of \$3,565.19 as reasonable, actual, and necessary;

(b) the Debtor be authorized and directed to pay to MVA the outstanding amount of \$253,453.38, which is equal to the sum of 100 percent of MVA's allowed fees and expenses for the Second Interim Period pursuant to the Fee Procedures Order which remains outstanding;

(c) MVA be allowed (i) final compensation of \$1,164,060.50 as reasonable, actual, and necessary professional services rendered by it on behalf of the Debtor during the Final Period and (ii) final reimbursement of expenses incurred during the Final Period of \$6,019.51 as reasonable, actual and necessary; and

(d) such other relief as is just and proper.

This the 31st day of August, 2020

**MOORE & VAN ALLEN PLLC**

/s/ Hillary B. Crabtree

Zachary H. Smith (NC Bar 48993)

Hillary B. Crabtree (NC Bar 26500)

James Langdon (NC Bar 23241)

Julia A. May (NC Bar 50528)

100 N. Tryon Street, Suite 4700

Charlotte, NC 28202

Telephone: (704) 331-1000

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Email: juliamay@mvalaw.com

*Counsel to the Debtors and Debtors-In-Possession*



**EXHIBIT A**

<b>Category</b>	<b>Hours Billed</b>	<b>Amount Billed</b>
Asset Transactions	223.2	\$ 100,129.50
Case Administration and Business Operations	200.2	\$ 89,032.00
Financing and Relief from Stay Proceedings	15.1	\$ 9,744.50
Fee Proceedings	31.8	\$ 13,693.50
Plan and Disclosure	275.3	\$ 128,447.00
Claims Administration	150.1	\$ 73,518.00
Litigation	25.3	\$ 11,483.50
Other	4.0	\$ 1,820.00
Southern Deli Holdings Case Administration	7.7	\$ 3,503.50
Southern Deli Holdings Asset Sales	21.1	\$ 9,600.50
<b>Grand Total</b>	<b>953.8</b>	<b>\$ 440,972.00</b>

**EXHIBIT B**

<b><u>Name of Professional</u></b>	<b><u>Position</u></b>	<b><u>Hourly Rate</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Amount</u></b>
Smith, Zachary H.	Member	775.00	93.20	\$ 72,230.00
Fisher, Robert A	Member	655.00	3.90	\$ 2,554.50
Johnson, Daniel L	Member	685.00	1.10	\$ 753.50
Crabtree, Hillary B.	Member	505.00	216.40	\$ 109,282.00
Lee, Marcus S.	Member	575.00	4.10	\$ 2,357.50
Coyne, Rachel W.	Member	490.00	35.60	\$ 17,444.00
Langdon, James R.	Member	735.00	5.00	\$ 3,675.00
Dyer, Reid E.	Counsel	325.00	148.70	\$ 48,327.50
May, Julia Alexandra	Counsel	455.00	277.40	\$ 126,217.00
Mathless, Gabriel L.	Associate	425.00	38.10	\$ 16,192.50
Tarwater Jr., Michael C.	Associate	350.00	5.90	\$ 2,065.00
Wu, Joanne	Associate	270.00	44.80	\$ 12,096.00
Herring, Christian N.	Associate	350.00	3.10	\$ 1,085.00
Taylor, Matthew K.	Associate	355.00	73.50	\$ 26,092.50
Powell, Muriel	Paralegal	200.00	3.00	\$ 600.00
<b>Grand Total</b>			<b>953.80</b>	<b>\$ 440,972.00</b>

**EXHIBIT C**

Copying	\$ 9.80
Mileage	\$ 3,505.33
Postage	\$ 3.20
Publication Expenses	\$ 46.86
<b>Grand Total</b>	<b>\$ 3,565.19</b>

**EXHIBIT D**

**Detailed Invoices for Each Month of the Second Interim Period**

# Moore & Van Allen

mvalaw.com

## INVOICE

**Moore & Van Allen PLLC**  
Attorneys at Law

Suite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003

T 704 331 1000  
F 704 331 1159

SD-Charlotte, LLC et al  
c/o Brian Rosenthal, Chief Restructuring Officer  
MERU  
1372 Peachtree St.  
Atlanta, GA 30309

Invoice **1054001**  
Date 07/20/2020  
Page 1

File No. 037179.000025  
Re: Asset Transactions

Total Services:	\$63,198.50
Total Expenses:	\$0.00
Total This Matter:	\$63,198.50

File No. 037179.000026  
Re: Case Administration and Business Operations

Total Services:	\$32,292.00
Total Expenses:	\$2,497.96
Total This Matter:	\$34,789.96

File No. 037179.000027  
Re: Financing and Relief from Stay Proceedings

Total Services:	\$9,744.50
Total Expenses:	\$3.30
Total This Matter:	\$9,747.80

File No. 037179.000028  
Re: Fee Proceedings

Total Services:	\$5,062.00
Total Expenses:	\$6.00
Total This Matter:	\$5,068.00

File No. 037179.000029  
Re: Plan and Disclosure

Total Services:	\$62,415.00
Total Expenses:	\$0.00
Total This Matter:	\$62,415.00

File No. 037179.000030  
Re: Claims Administration

Total Services:	\$25,334.00
Total Expenses:	\$0.00
Total This Matter:	\$25,334.00

Please remit payments to:

**Lockbox:**  
Moore & Van Allen PLLC  
PO Box 198743  
Atlanta, GA 30384-8743

**ACH:**  
Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 053000196

**Wire:**  
Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 026009593  
Swift: BOFAUS3N

Invoice **1054001**  
Date 07/20/2020  
Page 2  
Terms Net 30 Days

File No. 037179.000031  
Re: Litigation

Total Services:	\$11,483.50
Total Expenses:	<u>\$0.00</u>
Total This Matter:	\$11,483.50

**Total (100%) of Fees: \$209,529.50**

**90% of Total Fees: \$188,576.55**

**Total (100%) of Expenses: \$2,507.26**

<b>TOTAL AMOUNT DUE:</b>	<b><u>\$191,083.81</u></b>
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*Please remit payments to:*

**Lockbox:**  
Moore & Van Allen PLLC  
PO Box 198743  
Atlanta, GA 30384-8743

**ACH:**  
Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 053000196

**Wire:**  
Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 026009593  
Swift: BOFAUS3N

# Moore & Van Allen

mvalaw.com

## INVOICE

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Attorneys at Law

Suite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003

T 704 331 1000  
F 704 331 1159

SD-Charlotte, LLC et al  
c/o Brian Rosenthal, Chief Restructuring Officer  
MERU  
1372 Peachtree St.  
Atlanta, GA 30309

Invoice	<b>1054001</b>
Date	07/20/2020
Page	3

**File No. 037179.000025**

**Re: Asset Transactions**

06/01/20	ZHS	email from/to D. Spatorico regarding MOD sale process (.1); review S. Velazquez email regarding same (.1).	0.20	155.00
06/01/20	ZHS	email from/to J. Silvestro regarding discussion with K. Kobbe.	0.10	77.50
06/01/20	JAM	Email and teleconferences with Peak team and counsel regarding sale of MOD assets.	0.50	227.50
06/02/20	RED	Telephone conference regarding MOD sale.	0.50	162.50
06/02/20	ZHS	Emails R. Jones (counsel for DMAC majority shareholder) regarding potential purchase and next steps related to same (.2); emails B. Rosenthal regarding same (.1); emails J. May and J. Langdon regarding same (.2).	0.50	387.50
06/02/20	HBC	Work on cure schedule with MERU.	0.60	303.00
06/02/20	JAM	Follow-up email and teleconferences with counsel to the prepetition lender and committee regarding sale and stalking horse.	0.90	409.50
06/03/20	RED	Review/evaluate MOD proposed stalking horse APA.	2.30	747.50
06/03/20	RED	Telephone conferences regarding MOD bid.	1.20	390.00
06/03/20	ZHS	Emails K. Kobbe regarding MOD APA (.2); emails S. Cho regarding MOD APA (.1).	0.30	232.50
06/03/20	ZHS	Review MOD APA.	1.20	930.00
06/03/20	ZHS	Telephone call with Peak, B. Rosenthal, J. May, and R. Dyer regarding MOD APA, strategy, and next steps.	0.60	465.00
06/03/20	JAM	Teleconference with prepetition lender counsel regarding	0.70	318.50

Please remit payments to:

**Lockbox:**  
Moore & Van Allen PLLC  
PO Box 198743  
Atlanta, GA 30384-8743

**ACH:**  
Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 053000196

**Wire:**  
Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 026009593  
Swift: BOFAUS3N

Invoice  
Date  
Page

**1054001**  
07/20/2020  
4

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		MOD sale and initial bids.		
06/03/20	ZHS	emails with counsel for potential bidder regarding MOD process.	0.60	465.00
06/03/20	HBC	Finalize and file notice of auction.	0.40	202.00
06/03/20	HBC	Review and revise cure list (1.1) File same (.3).	1.40	707.00
06/03/20	HBC	Obtain list of interested parties from Peak, coordinate service.	0.30	151.50
06/04/20	JAM	Teleconference with MOD counsel and prepetition lender counsel regarding sale process.	0.70	318.50
06/04/20	RED	Communications with potential stalking horse bidders (1.7); review issues regarding liens (.9).	2.60	845.00
06/04/20	MKT	Draft, review and revise private sale motion.	0.40	142.00
06/04/20	ZHS	emails counsel for potential bidder regarding call to discuss potential Stalking Horse bid.	0.50	387.50
06/04/20	ZHS	t/c B. Rosenthal regarding strategy with potential bidders.	0.20	155.00
06/04/20	ZHS	email J. Silvestro regarding MOD sale process.	0.20	155.00
06/04/20	ZHS	email S. Cho regarding MOD sale process.	0.20	155.00
06/04/20	ZHS	t/c Pachulski, FTI, J. Silvestro, B. Rosenthal, and R. Dyer regarding MOD sale process, potential Stalking Horse Bids, and next steps.	0.80	620.00
06/04/20	ZHS	t/c M. Lee regarding minority equity interest in DMAC and potential resolution of issues related to same.	0.50	387.50
06/04/20	ZHS	emails J. May and M. Taylor regarding DMAC issues.	0.20	155.00
06/04/20	MSL	Call with Z. Smith regarding MOD Pizza sale.	0.20	115.00
06/04/20	JRL	Correspondence re: APA issues.	0.60	441.00
06/04/20	HBC	Follow up with Mod diligence request.	0.70	353.50
06/04/20	HBC	Respond to questions on MOD sale process from landlords.	0.40	202.00
06/04/20	JAM	Teleconferences and email correspondence with counsel for potential bidder (1.0): follow-up with internal team regarding same (0.6).	1.60	728.00

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06/05/20	RED	Revisions to MOD proposed APA.	2.50	812.50
06/05/20	MKT	Draft, review and revise private sale motion.	1.60	568.00
06/05/20	ZHS	t/c D. Bagley and S. Velazquez regarding MOD liquor licenses.	0.20	155.00
06/05/20	ZHS	emails R. Dyer regarding revisions to MOD APA.	0.50	387.50
06/05/20	ZHS	emails with counsel for MOD landlord regarding cure amount.	0.30	232.50
06/05/20	ZHS	review MOD APA.	1.20	930.00
06/05/20	ZHS	emails J. Silvestro regarding potential Stalking Horse and related issues.	0.30	232.50
06/05/20	JRL	Correspondence re: MOD sale issues.	0.60	441.00
06/05/20	HBC	Assist MERU with diligence requests.	0.60	303.00
06/05/20	JAM	Email and teleconferences regarding possible asset sale at SD Holdings (0.9).	3.40	1,547.00
06/05/20	JAM	Email correspondence and teleconferences regarding MOD draft APA.	1.40	637.00
06/06/20	HBC	Review AARC asset purchase agreement in MOD sale.	0.40	202.00
06/07/20	ZHS	discussion and email from/to J. May regarding potential MOD bidder.	0.20	155.00
06/07/20	JRL	Correspondence re: MOD Pizza sale issues.	0.60	441.00
06/07/20	JAM	Email correspondence regarding MOD sale.	0.30	136.50
06/08/20	RED	Review revise MOD APA and revisions to same (2.7); prepare stalking horse extension notice (.6); review additional bid for MOD assets (.8).	4.10	1,332.50
06/08/20	MKT	Review and revise private sale motion.	0.10	35.50
06/08/20	ZHS	emails K. Kobbe regarding MOD APA.	0.50	387.50
06/08/20	ZHS	emails counsel for potential bidder regarding Stalking Horse Proposal.	0.30	232.50
06/08/20	ZHS	emails Peak regarding MOD sale process.	0.50	387.50

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06/08/20	ZHS	emails R. Dyer, M. Lee, and M. Tarwater regarding MOD APA's.	0.70	542.50
06/08/20	MSL	Begin review of MOD-Pizza purchase agreement draft received from potential bidder.	0.50	287.50
06/08/20	MCT	Review APA revisions.	2.30	805.00
06/08/20	JRL	Review bidding materials from Tribeca and MOD APA.	1.00	735.00
06/08/20	HBC	Assistance with stalking horse notices and APA.	1.10	555.50
06/08/20	HBC	Negotiations with Wallace Indian Land landlord on cure amounts.	0.20	101.00
06/08/20	HBC	Update from Peak on bidding process.	0.50	252.50
06/08/20	JAM	Email correspondence and analysis regarding potential asset sale at SD Holdings.	1.00	455.00
06/09/20	RED	Review additional bid for MOD assets and communications regarding evaluation of bids.	3.90	1,267.50
06/09/20	ZHS	emails J. Silvestro, S. Cho, J. Rossell, B. Rosenthal, R. Dyer, J. May, and Peak regarding MOD sale process.	1.20	930.00
06/09/20	ZHS	emails and t/c K. Kobbe and R. Dyer regarding MOD and Stalking Horse Position.	1.00	775.00
06/09/20	ZHS	emails D. Spatorico regarding submission and contact with Peak.	0.10	77.50
06/09/20	MSL	Review and make comments to potential bidder's MOD-Pizza purchase agreement.	1.90	1,092.50
06/09/20	JRL	Correspondence re: MOD sale issues.	0.50	367.50
06/09/20	HBC	Coordination on potential bidder for MOD assets.	0.30	151.50
06/10/20	RED	Review revisions to MOD APA and communications/discussions with multiple parties regarding resolution of outstanding issues (2.9); prepare notice of designation of stalking horse (.4 ).	3.30	1,072.50
06/10/20	ZHS	numerous emails J. Silvestro, Pachulski, K. Kobbe, B. Rosenthal, and R. Dyer regarding Stalking Horse APA finalization and next steps.	2.60	2,015.00

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06/10/20	ZHS	emails R. Dyer and G. Mathless regarding escrow for Stalking Horse deposit.	0.80	620.00
06/10/20	ZHS	emails R. Fisher and R. Dyer regarding tax comments to Stalking Horse APA.	0.20	155.00
06/10/20	DLJ	Review ERISA-related provisions in draft asset purchase agreement.	1.10	753.50
06/10/20	GLM	Draft escrow agreement for MOD transaction.	0.50	212.50
06/10/20	GLM	Communications with Z. Smith, R. Dyer, MOD counsel, B. Rosenthal, JPM regarding escrow agreement for MOD transaction.	0.50	212.50
06/10/20	GLM	Communications with R. Dyer, Z. Smith, Bridge counsel, Committee counsel regarding MOD APA.	0.20	85.00
06/11/20	RED	Finalize remaining issues regarding MOD stalking horse agreement and oversee final execution of same (5.8); prepare amended notice of extension of stalking horse deadline (.8).	6.60	2,145.00
06/11/20	ZHS	numerous emails with J. Silvestro, Pachulski, DLA, B. Rosenthal, and R. Dyer regarding finalization of MOD Stalking Horse APA.	2.20	1,705.00
06/11/20	ZHS	emails R. Jones regarding DMAC.	0.30	232.50
06/11/20	ZHS	t/c J. Rosell regarding Stalking Horse APA and bidder communication.	0.30	232.50
06/11/20	ZHS	emails K. Kobbe regarding APA comments.	0.20	155.00
06/11/20	ZHS	emails R. Dyer regarding APA and process.	0.60	465.00
06/11/20	GLM	Review and revise escrow agreement.	0.20	85.00
06/11/20	GLM	Correspondence with R. Dyer, Z. Smith, JPM, MOD counsel regarding escrow agreement, KYC requirements.	0.60	255.00
06/11/20	HBC	File amended notice of extension of stalking horse period.	0.30	151.50
06/11/20	HBC	Contact landlords regarding stalking horse designation.	0.30	151.50
06/11/20	HBC	Discuss strategy of adequate protection requirements.	0.30	151.50

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06/11/20	HBC	Review MOD asset purchase agreement.	1.10	555.50
06/11/20	JAM	Email and teleconferences regarding possible turnover actions (0.4); email and teleconferences regarding DMAC sale (1.0); research regarding lien issue and DMAC sale (0.9).	2.30	1,046.50
06/12/20	RED	Review issue and communications regarding MOD NDA.	0.80	260.00
06/12/20	ZHS	emails J. May and B. Rosenthal regarding DMAC and Itria.	0.60	465.00
06/12/20	GLM	Attend to MOD escrow agreement, KYC.	0.50	212.50
06/12/20	HBC	Negotiate cure amount with J. Capitano.	0.20	101.00
06/12/20	JAM	Email and teleconferences regarding NDA and DMAC.	0.90	409.50
06/14/20	ZHS	email G. Mathless and R. Dyer regarding MOD escrow account and deposit.	0.20	155.00
06/14/20	GLM	Correspondence with Z. Smith regarding status of MOD escrow agreement.	0.20	85.00
06/15/20	RED	Review timing issues regarding MOD cure objections.	0.30	97.50
06/15/20	ZHS	emails G. Mathless regarding JPM escrow for MOD deposit.	0.60	465.00
06/15/20	GLM	Attend to finalizing MOD escrow agreement.	0.60	255.00
06/15/20	HBC	Correspondence with landlords on cure amounts.	0.30	151.50
06/15/20	HBC	Update cure exhibit list with agreed cure amounts.	0.20	101.00
06/16/20	RED	Review landlord cure status information (.4); telephone conference with MOD regarding purchase (.5); initial review of comments regarding schedules to APA (.8).	1.70	552.50
06/16/20	ZHS	t/c MOD, K. Kobbe, B. Rosenthal, A. Cohen, R. Dyer, and G. Mathless, regarding MOD APA post-execution next steps, landlord and creditor outreach process, and escrow agreements.	0.70	542.50
06/16/20	ZHS	emails M. Tarwater regarding DMAC information for assignment agreement.	0.70	542.50
06/16/20	ZHS	review and respond to S. Velazquez and B. Rosenthal emails regarding MOD break-up fee calculation.	0.20	155.00

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06/16/20	GLM	Call with MOD regarding APA, escrow agreement.	0.40	170.00
06/16/20	GLM	Communications with MOD counsel, JPM, B. Rosenthal, Z. Smith regarding escrow agreement, closing of same.	0.50	212.50
06/16/20	MCT	Conference call with Bankruptcy Team regarding status; call with Zach Smith.	0.80	280.00
06/16/20	HBC	Draft and file amended cure exhibit.	0.40	202.00
06/16/20	HBC	Revise and file notice of amended cure exhibit.	0.20	101.00
06/17/20	RED	Review issues regarding APA schedules.	2.20	715.00
06/17/20	GLM	Correspondence with B. Rosenthal regarding escrow statements.	0.20	85.00
06/17/20	ZHS	emails S. Cho and H. Crabtree regarding supplemental cure list.	0.20	155.00
06/17/20	MCT	Telephone call with Matt Walker; draft unit assignment agreement.	2.40	840.00
06/17/20	HBC	Discuss revised cure claim with committee.	0.10	50.50
06/18/20	RED	Review issues regarding MOD APA schedules and revise same.	2.50	812.50
06/18/20	MCT	Revise Unit Assignment Agreement.	0.40	140.00
06/22/20	RED	Communications with debtors regarding schedules to MOD APA.	0.40	130.00
06/22/20	HBC	Revisions to asset purchase agreement.	0.80	404.00
06/22/20	JAM	Research regarding possible sale of SD Holdings assets (0.9); emails and teleconferences regarding same (1.5).	2.40	1,092.00
06/23/20	RED	Telephone conversation with Attorney Hage (.3); review additional bid proposal (.8); review issues regarding MOD APA schedules (2.3).	3.40	1,105.00
06/23/20	MSL	Review DMAC operating agreement in preparation for call regarding same; call with Mr. Rosenthal and Mr. Smith regarding same.	1.50	862.50
06/23/20	ZHS	emails Peak regarding MOD bidder status.	0.70	542.50

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06/23/20	ZHS	review Spatorico submission.	1.00	775.00
06/23/20	ZHS	emails J. Silvestro, Pachulski, and DLA regarding Spatorico submission.	0.50	387.50
06/23/20	ZHS	emails H. Crabtree and R. Dyer regarding construction lien issue and MOD sale.	0.40	310.00
06/23/20	ZHS	emails K. Kobbe regarding construction lien issue and MOD sale.	0.30	232.50
06/23/20	HBC	Review bid status and strategy.	0.30	151.50
06/24/20	RED	Telephone conference regarding MOD sale issue.	0.80	260.00
06/24/20	ZHS	t/c Peak and B. Rosenthal regarding MOD sale process update and next steps.	0.80	620.00
06/25/20	RED	Revise schedules and communications with MOD regarding same (1.5); communications regarding landlord cure amounts (.2).	1.70	552.50
06/25/20	ZHS	emails Peak regarding MOD sale process.	0.70	542.50
06/25/20	ZHS	emails R. Dyer regarding MOD APA schedules.	0.20	155.00
06/26/20	ZHS	emails S. Velazquez regarding MOD bidders.	0.60	465.00
06/26/20	ZHS	emails K. Kobbe regarding MOD sale process.	0.30	232.50
06/26/20	HBC	Review status update on MOD bids.	0.60	303.00
06/26/20	HBC	Correspondence with stalking horse counsel on mechanic lien issues.	0.10	50.50
06/26/20	JAM	Email and teleconferences regarding DMAC and sale.	1.00	455.00
06/29/20	ZHS	emails Peak Team regarding MOD bids.	0.70	542.50
06/29/20	HBC	Review correspondence on bids and analysis.	1.40	707.00
06/30/20	RED	Analysis of and conference regarding MOD bids and related issues.	1.30	422.50
06/30/20	JAM	Teleconference and emails with R. Gore, B. Rosenthal regarding equity interest sale (1.3); emails with creditor regarding potential settlement and equity sale (0.9); teleconferences and email correspondence with Peak, B.	3.70	1,683.50

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Rosenthal and team regarding MOD sale process (2.5).

**Total Services:** **127.00** **\$63,198.50**

Daniel L. Johnson	1.10	hours at	685.00	=	\$753.50
Marcus S. Lee	4.10	hours at	575.00	=	\$2,357.50
Zachary H. Smith	29.70	hours at	775.00	=	\$23,017.50
Hillary B. Crabtree	13.50	hours at	505.00	=	\$6,817.50
James R. Langdon	3.30	hours at	735.00	=	\$2,425.50
Reid E. Dyer	42.10	hours at	325.00	=	\$13,682.50
Michael C. Tarwater	5.90	hours at	350.00	=	\$2,065.00
Gabriel L. Mathless	4.40	hours at	425.00	=	\$1,870.00
Julia A. May	20.80	hours at	455.00	=	\$9,464.00
Matthew K. Taylor	2.10	hours at	355.00	=	\$745.50

Total (100%) of Fees: **63,198.50**

90% of Total Fees: **56,878.65**

**TOTAL AMOUNT DUE:** **\$56,878.65**

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**File No. 037179.000026**

**Re: Case Administration and Business Operations**

06/01/20	HBC	Review and revise narrative to update current events.	0.30	151.50
06/01/20	HBC	Update and file monthly report for SD Restaurant Group.	0.40	202.00
06/01/20	HBC	Update and file monthly report for SD-Charlotte, LLC.	0.60	303.00
06/01/20	HBC	Review and file RTHT Investment monthly report.	0.40	202.00
06/01/20	HBC	Update and file monthly report for SD-Missouri.	0.60	303.00
06/01/20	HBC	Review and file Southern Deli Holdings monthly report.	0.20	101.00
06/01/20	ZHS	emails H. Crabtree regarding Reinhart motion.	0.20	155.00
06/02/20	HBC	Discussion of application of sale proceeds and quarterly fees.	0.20	101.00
06/03/20	JXW	Internal status call with MVA team re case status and administration.	0.50	135.00
06/03/20	MKT	Telephone conference with MVA team re matter administration.	0.50	177.50
06/03/20	RED	Telephone conference regarding case status and strategy.	0.50	162.50
06/03/20	ZHS	emails D. Bagley regarding potential bidder and need for NC counsel (.2); emails and t/c with potential counsel recommendation regarding same (.2); further emails D. Bagley and potential bidder regarding NC counsel introduction (.2).	0.60	465.00
06/03/20	ZHS	t/c H. Crabtree, J. May, J. Wu, and M. Taylor regarding coordination and pending matters.	0.50	387.50
06/04/20	HBC	Update deadline memo with plan and sale dates.	0.60	303.00
06/05/20	JXW	Correspondence with MVA team regarding timelines.	0.30	81.00
06/05/20	HBC	Coordination on deadlines, case administration.	1.60	808.00
06/08/20	HBC	Coordination on case task lists, administration.	1.20	606.00
06/08/20	HBC	Coordinate with the Court on hearing matters.	0.30	151.50
06/09/20	JXW	Correspondence with R. Dyer and J. May regarding status of MOD sales process and plan/disclosure statement.	0.50	135.00

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06/09/20	JXW	Circulate updated tasklist internally.	0.10	27.00
06/09/20	ZHS	emails H. Crabtree regarding updated task list.	0.30	232.50
06/09/20	ZHS	emails J. May regarding Itria discussion.	0.20	155.00
06/09/20	HBC	Review and revise consent orders and upload.	1.10	555.50
06/10/20	JXW	Internal call with MVA team regarding status of wind-down tasks.	0.80	216.00
06/10/20	MKT	Conference with MVA team re work in progress (.7); telephone conference with Itra, J. May, and B. Rosenthal re Itra settlement (.1).	0.80	284.00
06/10/20	HBC	Internal call on case administration, plan and sale status.	0.80	404.00
06/10/20	ZHS	t/c H. Crabtree, J. May, M. Taylor, and J. Wu regarding coordination of all action items.	0.80	620.00
06/10/20	ZHS	emails J. May regarding Itria.	0.20	155.00
06/10/20	HBC	Prepare for and attend team call on SD-Charlotte case administration.	0.70	353.50
06/11/20	HBC	Discuss status of delinquent account receivables with MERU.	0.40	202.00
06/11/20	HBC	Serve Reinhart consent order.	0.20	101.00
06/15/20	ZHS	emails K. Kobbe, Peak, and B. Rosenthal regarding call with MOD to discuss various post-APA execution action items.	0.50	387.50
06/15/20	ZHS	t/c B. Rosenthal, A. Cohen, and J. Silvestro regarding recovery analysis.	0.70	542.50
06/16/20	JXW	Call with MVA team regarding case deadlines and tasks.	0.30	81.00
06/16/20	MKT	Telephone conference with MVA team re matter status.	0.30	106.50
06/16/20	RED	Conference regarding upcoming case issues (.3); review communications regarding utility deposits (.2).	0.50	162.50
06/16/20	GLM	Correspondence regarding debtor insurance payment.	0.10	42.50
06/16/20	HBC	Correspondence with counsel with Duke and Piedmont.	0.30	151.50
06/17/20	JXW	Update wind-down task list and circulate.	0.30	81.00

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06/17/20	HBC	Discuss engagement of ordinary course professionals, draft motion.	0.40	202.00
06/17/20	HBC	Team meeting on case administration.	0.30	151.50
06/18/20	HBC	Coordination with Piedmont Gas and Duke on retainer discrepancies and closing Sonic accounts.	0.60	303.00
06/19/20	ZHS	emails H. Crabtree regarding Doordash.	0.30	232.50
06/19/20	HBC	Finalize and file motion for ordinary course professional motion.	1.40	707.00
06/19/20	HBC	Coordinate service issues and motions with Stretto.	0.40	202.00
06/19/20	HBC	Coordinate on AMEX reimbursement.	0.10	50.50
06/22/20	JXW	Update wind down task list.	0.40	108.00
06/22/20	RED	Evaluate issue regarding DoorDash payments and begin preparing turnover motion.	4.80	1,560.00
06/22/20	MP	Analyze Notice to identify upcoming events and deadlines.	0.30	60.00
06/22/20	MP	Update Compulaw with deadlines and upcoming events.	0.30	60.00
06/22/20	GLM	Correspondence with L. Buderus regarding automatic stay question from Natural Resources Consulting Engineers.	0.10	42.50
06/22/20	MP	Interoffice regarding upcoming events and deadlines.	0.30	60.00
06/22/20	ZHS	emails M. Lee and B. Rosenthal regarding DMAC.	0.30	232.50
06/22/20	HBC	Coordination of amendments to schedules.	0.20	101.00
06/23/20	JXW	Update and circulate wind down tasklist for weekly status call.	0.30	81.00
06/23/20	HBC	Correspondence with NCRE on closed office.	0.20	101.00
06/23/20	HBC	Review Edward Don relief from stay.	0.30	151.50
06/23/20	HBC	Correspondence with court on Edward Don shortened notice and hearing.	0.20	101.00
06/23/20	HBC	Strategy on SD-Holdings liquidation.	0.50	252.50

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06/23/20	HBC	Revise narrative for monthly reports.	0.40	202.00
06/23/20	HBC	Coordinate with Stretto on schedules.	0.60	303.00
06/24/20	JXW	Coordinate with M. Powell regarding calendar dates for Edward Don relief from stay motion.	0.30	81.00
06/24/20	JXW	Update task list and circulate for internal status call.	0.20	54.00
06/24/20	MP	Analyze Notice of Hearing to identify upcoming events and deadlines.	0.30	60.00
06/24/20	MP	Update Compulaw with deadlines and upcoming events.	0.30	60.00
06/24/20	ZHS	t/c and emails B. Rosenthal regarding SD Holdings next steps.	0.70	542.50
06/24/20	HBC	Review amended schedules.	0.60	303.00
06/24/20	JAM	Review and comment on task list.	0.30	136.50
06/25/20	JXW	Call with MVA team regarding all pending matters.	1.00	270.00
06/25/20	JXW	Coordinate with M. Powell regarding key dates and deadlines for calendars.	0.30	81.00
06/25/20	MKT	Prepare for and attend telephone conference with MVA team re matter status.	1.00	355.00
06/25/20	ZHS	call with J. Langdon, H. Crabtree, J. Wu, M. Taylor, and R. Dyer, regarding all pending matters.	1.00	775.00
06/25/20	RED	Conference regarding ongoing case issues (1.0); revise/finalize complaint for turnover of DoorDash funds (2.8 ).	3.80	1,235.00
06/25/20	MP	Update Compulaw with deadlines and upcoming events.	0.30	60.00
06/25/20	MP	Analyze Notice to identify upcoming events and deadlines.	0.30	60.00
06/25/20	ZHS	emails J. Rossell regarding MERU staffing report.	0.30	232.50
06/25/20	ZHS	call with H. Crabtree, J. May, M. Taylor, J. Langdon, and J. Wu regarding all pending matters.	0.80	620.00
06/25/20	ZHS	emails H. Crabtree regarding amended schedules.	0.30	232.50

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06/25/20	ZHS	emails H. Crabtree regarding monthly report language.	0.30	232.50
06/25/20	HBC	Discussion of mechanic lien issue and propose resolution.	1.40	707.00
06/25/20	HBC	Review and file amended schedule G for SD-Charlotte.	0.50	252.50
06/25/20	HBC	Review and file amended schedule G for SD-Missouri.	0.50	252.50
06/25/20	HBC	Review and file amended schedule G for RTHT.	0.50	252.50
06/25/20	HBC	Coordinate on case administrative matters and deadlines.	1.90	959.50
06/25/20	JAM	Review DoorDash complaint (0.4); email correspondence with Itria regarding SD Holdings (0.5); teleconferences and emails with B. Rosenthal and debtor team regarding SD Holdings and next steps (1.0).	1.90	864.50
06/26/20	JXW	Confirm case dates and deadlines for team calendars.	0.40	108.00
06/26/20	JXW	Correspondence with M. Powell regarding calendar dates for case.	0.30	81.00
06/26/20	MP	Analyze Notices to identify upcoming events and deadlines.	0.30	60.00
06/26/20	MP	Interoffice regarding upcoming events and deadlines.	0.30	60.00
06/26/20	ZHS	emails H. Crabtree regarding Edward Don stipulation.	0.20	155.00
06/26/20	ZHS	emails J. May and B. Rosenthal regarding SD Holdings.	0.60	465.00
06/26/20	HBC	Review and comment on Edward Don consent order.	0.60	303.00
06/26/20	HBC	Coordination on consent orders with Committee and Bridge.	0.50	252.50
06/26/20	HBC	Work on case administration matters and calendar issues.	1.70	858.50
06/28/20	HBC	Internal strategy on case process.	0.30	151.50
06/29/20	ZHS	emails J. May regarding SD Holdings dismissal and coordination with Bridge and Pachulski.	0.20	155.00
06/29/20	ZHS	email from/to L. Sumner regarding mechanic's lien consent order.	0.10	77.50
06/29/20	ZHS	emails J. May regarding SD Holdings next steps.	0.70	542.50
06/29/20	ZHS	emails J. May regarding SD Holdings dismissal analysis.	0.50	387.50

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06/29/20	HBC	Review, comment and coordinate consent order for Edward Don.	0.60	303.00
06/29/20	HBC	Review case deadlines and administrative tasks.	1.40	707.00
06/30/20	JXW	Correspondence with Z. Smith, J. May regarding case dates and deadlines and set up calendar reminders of the same.	0.70	189.00
06/30/20	HBC	Finalize and file SD-Charlotte monthly report.	0.70	353.50
06/30/20	HBC	Finalize and file SD-Missouri monthly report.	0.80	404.00
06/30/20	HBC	Finalize and file RTHT monthly report.	0.60	303.00
06/30/20	HBC	Finalize and file SD Restaurant Group monthly report.	0.50	252.50
06/30/20	HBC	Finalize and file Southern Deli Holdings monthly report.	0.50	252.50
06/30/20	HBC	Assist with consent order for Edward Don and hearing.	0.70	353.50
06/30/20	ZHS	emails J. May and B. Rosenthal regarding SD Holdings next steps.	0.80	620.00
06/30/20	ZHS	t/c R. Jones, J. May, and B. Rosenthal regarding DMAC and SD Holdings.	0.70	542.50
06/30/20	ZHS	emails J. May and B. Rosenthal regarding Itria correspondence.	0.60	465.00
06/30/20	ZHS	emails H. Crabtree regarding monthly reports.	0.20	155.00

**Total Services:**

**70.90** **\$32,292.00**

Zachary H. Smith	12.60	hours at	775.00	\$9,765.00
Hillary B. Crabtree	29.80	hours at	=505.00	\$15,049.00
Reid E. Dyer	9.60	hours at	=325.00	\$3,120.00
Gabriel L. Mathless	0.20	hours at	=425.00	\$85.00
Julia A. May	2.20	hours at	=455.00	\$1,001.00
Matthew K. Taylor	2.60	hours at	=355.00	\$923.00
Joanne Wu	6.70	hours at	=270.00	\$1,809.00
Muriel Powell	2.70	hours at	=200.00	\$540.00

*Total (100%) of Fees:*

**32,292.00**

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90% of Total Fees: 29,062.80

Copying	9.80
Postage	3.20
Overnight Delivery	46.86
Computer Aided Research	2,438.10
<b>Total Expenses:</b>	<b>2,497.96</b>

**TOTAL AMOUNT DUE:** **\$31,560.76**

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**File No. 037179.000027**

**Re: Financing and Relief from Stay Proceedings**

05/07/20	ZHS	emails B. Rosenthal regarding cash collateral budget (.5); review same (.5); analyze claim issues in relation to same (.6).	1.60	1,240.00
05/07/20	ZHS	follow-up regarding cash collateral budget and approval process.	1.50	1,162.50
06/01/20	JAM	Emails and teleconferences with team, counsel for prepetition lender and counsel for the committee regarding updated budget and final cash collateral order (1.2); review and revise proposed budget and stipulation (1.1).	2.30	1,046.50
06/02/20	ZHS	emails J. Langdon regarding draft of cash collateral order.	0.30	232.50
06/02/20	JAM	Review proposed edits to final cash collateral order (0.8); review and comment on cash collateral order (2.3).	3.10	1,410.50
06/03/20	ZHS	emails B. Rosenthal regarding cash collateral extension and budget.	0.60	465.00
06/03/20	JRL	Correspondence re: cash collateral issues.	0.60	441.00
06/04/20	ZHS	review revised cash collateral order (.2); emails M. Taylor regarding same (.2); email S. Cho and J. Silvestro regarding same (.1).	0.50	387.50
06/04/20	JRL	Correspondence re: cash collateral order and comments to same.	0.50	367.50
06/05/20	ZHS	t/c Pachulski, J. Silvestro, J. May, B. Rosenthal, A. Cohen, and Peak, regarding cash collateral, MOD revised proposal, and next steps.	0.80	620.00
06/05/20	JRL	Review updated cash collateral order.	0.40	294.00
06/08/20	ZHS	emails J. Silvestro, S. Cho, Peak, B. Rosenthal, and H. Crabtree regarding cash collateral stipulated order and budget.	1.20	930.00
06/08/20	JRL	Correspondence re: cash collateral order.	0.20	147.00
06/08/20	HBC	Review and revise cash collateral budget per local rules (.4). Upload consent order (.2).	0.60	303.00
06/24/20	ZHS	emails H. Crabtree regarding expedited hearing on stay relief motion and next steps related to same (.7); emails K. Kobbe	0.90	697.50

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regarding same (.2).

**Total Services:** 15.10 \$9,744.50

<i>Zachary H. Smith</i>	7.40	hours at	775.00	=	\$5,735.00
<i>Hillary B. Crabtree</i>	0.60	hours at	505.00	=	\$303.00
<i>James R. Langdon</i>	1.70	hours at	735.00	=	\$1,249.50
<i>Julia A. May</i>	5.40	hours at	455.00	=	\$2,457.00

*Total (100%) of Fees:* 9,744.50

*90% of Total Fees:* 8,770.05

Computer Aided Research 3.30

**Total Expenses:** 3.30

**TOTAL AMOUNT DUE:** \$8,773.35

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**File No. 037179.000028**  
**Re: Fee Proceedings**

06/02/20	JXW	Correspondence with Z. Smith and H. Crabtree regarding MVA fee statement objection deadline.	0.20	54.00
06/03/20	MKT	Draft first MVA fee application.	0.90	319.50
06/04/20	JXW	Correspondence with J. Ridings regarding third monthly invoice.	0.10	27.00
06/08/20	JXW	Correspondence with M. Taylor and J. Ridings regarding fee application exhibits.	0.40	108.00
06/08/20	MKT	Review and revise fee application.	0.20	71.00
06/08/20	HBC	Coordination on fee application.	0.30	151.50
06/14/20	ZHS	email H. Crabtree regarding fee application preparation.	0.10	77.50
06/15/20	JXW	Review and provide comments to May pre-bill for fee statement.	2.40	648.00
06/15/20	JXW	Coordinate with J. Ridings regarding fee exhibits for fee application.	0.10	27.00
06/15/20	HBC	Start work on monthly statement and application.	0.40	202.00
06/16/20	JXW	Correspondence with J. Ridings regarding exhibits for fee application.	0.10	27.00
06/16/20	JXW	Forward M. Taylor fee statements and May prebill for fee application narratives.	0.10	27.00
06/16/20	ZHS	email from/to J. Wu regarding comments to May fee statement.	0.10	77.50
06/17/20	JXW	Review and provide comments on draft fee application.	0.30	81.00
06/17/20	JXW	Correspondence with Z. Smith regarding May invoice in connection with fee application exhibits.	0.20	54.00
06/17/20	HBC	Revisions to fee application.	0.40	202.00
06/18/20	JXW	Draft, review and revise fourth monthly fee statement.	0.70	189.00
06/18/20	MKT	Review and revise first interim fee application.	0.60	213.00
06/18/20	ZHS	emails M. Taylor regarding fee application.	0.50	387.50

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06/18/20	HBC	Revisions to MVA fee application.	1.10	555.50
06/19/20	JXW	Final review of fee application.	0.20	54.00
06/19/20	JXW	Incorporate edits to fourth fee statement, and forward revised version to H. Crabtree.	0.10	27.00
06/19/20	JXW	Send fourth monthly fee statement to major constituencies.	0.20	54.00
06/19/20	HBC	Finalize and file MVA fee application.	1.30	656.50
06/19/20	HBC	Finalize and file JD Thompson fee application.	0.30	151.50
06/25/20	JXW	Prepare, review and revise notice for MERU staffing report (0.6); file the same with staffing report (0.2).	0.80	216.00
06/25/20	HBC	Review, revise and file MERU staffing report.	0.80	404.00

**Total Services:** **12.90** **\$5,062.00**

Zachary H. Smith	0.70	hours at	775.00	=	\$542.50
Hillary B. Crabtree	4.60	hours at	505.00	=	\$2,323.00
Matthew K. Taylor	1.70	hours at	355.00	=	\$603.50
Joanne Wu	5.90	hours at	270.00	=	\$1,593.00

*Total (100%) of Fees:* **5,062.00**

*90% of Total Fees:* **4,555.80**

Computer Aided Research **6.00**

**Total Expenses:** **6.00**

**TOTAL AMOUNT DUE:** **\$4,561.80**

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**File No. 037179.000029**  
**Re: Plan and Disclosure**

06/01/20	ZHS	email S. Cho regarding status of Term Sheet.	0.10	77.50
06/01/20	JAM	Review and comment on proposed plan term sheet and cash collateral settlement (1.1); emails and teleconferences with counsel for Committee and prepetition lender regarding same (1.0); draft plan (1.9).	3.90	1,774.50
06/02/20	ZHS	email J. Silvestro and S. Cho regarding Term Sheet.	0.10	77.50
06/02/20	ZHS	emails J. May and M. Taylor regarding drafts of plan and disclosure statement.	0.20	155.00
06/02/20	ZHS	review and revise plan term sheet.	0.60	465.00
06/02/20	ZHS	emails S. Cho, J. Silvestro, and J. May regarding global settlement.	0.50	387.50
06/02/20	HBC	Strategy on plan and disclosure statement.	0.80	404.00
06/03/20	JAM	Teleconference regarding status of items related to term sheet and plan.	0.50	227.50
06/03/20	JAM	Draft, review and revise plan of liquidation.	3.90	1,774.50
06/04/20	MKT	Review and revise disclosure statement.	1.10	390.50
06/04/20	ZHS	emails J. May regarding plan and disclosure statement drafts and combined documents.	0.50	387.50
06/04/20	JAM	Draft and revise plan of liquidation (2.2); research in support of same (1.8); emails and teleconferences regarding plan and disclosure statement (0.6).	4.60	2,093.00
06/05/20	ZHS	emails and t/c J. May regarding plan and disclosure statement drafting, timing, and next steps.	0.80	620.00
06/05/20	HBC	Coordination on motion to conditionally approve disclosure statement.	0.50	252.50
06/05/20	HBC	Calculate plan and solicitation deadlines to determine filing.	0.50	252.50
06/06/20	JAM	Email correspondence with committee and prepetition lender regarding plan and sale items.	0.30	136.50
06/07/20	ZHS	discussion J. May regarding plan and disclosure statement.	0.10	77.50

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06/08/20	ZHS	emails J. May and H. Crabtree regarding plan and disclosure statement timing and next steps.	0.80	620.00
06/08/20	JAM	Review term sheet and draft plan of liquidation.	1.00	455.00
06/09/20	ZHS	emails J. May regarding plan treatment.	0.50	387.50
06/09/20	ZHS	emails J. May and G. Mathless regarding plan administrator agreement.	0.60	465.00
06/09/20	GLM	Communications with Z. Smith, J. May regarding plan terms, plan administrator agreement.	0.70	297.50
06/09/20	HBC	Confirm hearing dates with interested parties and the Court.	0.30	151.50
06/09/20	HBC	Discussion of revision of plan term sheet.	0.30	151.50
06/09/20	HBC	Research of effect of rejection on mechanic liens for plan treatment.	1.30	656.50
06/09/20	JAM	Draft plan and review disclosure statement (2.8).	2.80	1,274.00
06/10/20	JXW	Research treatment of mechanics liens on rejected leases in a chapter 11 plan.	2.60	702.00
06/10/20	MKT	Draft, review and revise disclosure statement motion.	3.80	1,349.00
06/10/20	GLM	Correspondence with J. May regarding draft plan, disclosure statement.	0.10	42.50
06/10/20	JAM	Teleconference G. Mathless regarding plan exhibits and supplement (0.4); teleconference B. Rosenthal regarding plan administrator (0.3); emails and teleconferences with committee and prepetition lender regarding term sheet (1.0); draft plan of liquidation (3.9).	5.60	2,548.00
06/11/20	MKT	Review and revise the Disclosure Statement.	4.60	1,633.00
06/11/20	ZHS	emails J. May regarding tax analysis of plan.	0.30	232.50
06/11/20	ZHS	emails J. May and H. Crabtree regarding plan and disclosure statement drafts and timing.	0.40	310.00
06/11/20	ZHS	review solicitation process and deadlines.	0.50	387.50
06/11/20	GLM	Correspondence with MVA team regarding draft plan, disclosure statement.	0.20	85.00

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06/11/20	HBC	Review form of ballots with Stretto.	0.50	252.50
06/11/20	HBC	Review plan of liquidation.	1.10	555.50
06/12/20	MKT	Review and revise disclosure statement motion.	2.50	887.50
06/12/20	ZHS	emails J. May, M. Taylor, and H. Crabtree regarding plan and disclosure statement.	0.70	542.50
06/12/20	GLM	Communications with H. Crabtree, Z. Smith, J. May regarding plan, disclosure statement.	0.40	170.00
06/12/20	HBC	Review and forward disclosure statement.	2.20	1,111.00
06/12/20	HBC	Call with MERU on liquidation questions.	0.50	252.50
06/12/20	JAM	Research and draft plan of liquidation (5.8); review and revise disclosure statement (1.0); email and teleconferences regarding same (1.0).	7.80	3,549.00
06/15/20	ZHS	t/c B. Rosenthal, A. Cohen, and J. May regarding liquidation analysis.	0.70	542.50
06/15/20	ZHS	emails S. Cho, J. Rossell, and J. May regarding plan structure.	0.30	232.50
06/15/20	ZHS	review drafts of plan and disclosure statement.	1.50	1,162.50
06/15/20	HBC	Review disclosure statement.	1.10	555.50
06/15/20	HBC	Review plan of liquidation.	0.70	353.50
06/15/20	HBC	Call with C. Wright on plan term sheet.	0.40	202.00
06/15/20	JAM	Teleconferences and emails B. Rosenthal and A. Cohen regarding liquidation analysis (1.0).	1.00	455.00
06/16/20	MKT	Review and revise disclosure statement.	2.30	816.50
06/16/20	ZHS	emails M. Taylor, J. May, and H. Crabtree regarding conditional approval motion.	0.30	232.50
06/16/20	ZHS	emails H. Crabtree and J. May regarding plan process and timing.	0.30	232.50
06/16/20	ZHS	t/c S. Cho, J. Rossell, and J. May regarding plan structure.	0.60	465.00
06/16/20	ZHS	emails J. May regarding plan structure and next steps in	0.70	542.50

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**1054001**  
07/20/2020  
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		relation to plan process.		
06/16/20	HBC	Assist with plan of liquidation.	1.50	757.50
06/16/20	HBC	Draft disclosure statement.	1.10	555.50
06/16/20	HBC	Assist with motion for conditional approval.	0.50	252.50
06/16/20	JAM	SD internal team status update teleconferences on confirmation items (0.8); teleconference with committee on plan (0.8); draft and revise plan and disclosure statement (6.9).	8.50	3,867.50
06/17/20	MKT	Review and revise disclosure statement.	2.10	745.50
06/17/20	CNH	Review relevant tax provisions of disclosure statement for Southern Deli.	3.10	1,085.00
06/17/20	GLM	Draft, review and revise plan administrator agreement.	3.00	1,275.00
06/17/20	RAF	Review disclosure and plan; prepare edits to disclosure; office conference regarding same.	2.30	1,506.50
06/17/20	ZHS	review plan and disclosure statement (1.2); review Pachulski comments to same (.6); emails J. May regarding plan and disclosure statement (1.0); review revised drafts (.5).	3.10	2,402.50
06/18/20	ZHS	review motion for conditional approval of disclosure statement.	0.70	542.50
06/18/20	ZHS	review drafts of plan and disclosure statement.	1.50	1,162.50
06/18/20	HBC	Comment on motion for conditional approval.	1.10	555.50
06/18/20	HBC	Discussions on Southern Deli liquidation.	0.30	151.50
06/18/20	JAM	Finalize plan, disclosure statement and motion for filing (7.9); emails regarding same and solicitation items (1.5).	9.40	4,277.00
06/18/20	JAM	Teleconference B. Rosenthal regarding SD Holdings.	0.40	182.00
06/19/20	MKT	Finalize disclosure statement (2.3); finalize disclosure statement motion (2.4).	4.70	1,668.50
06/19/20	ZHS	review and comment on motion for combined hearing.	1.00	775.00
06/19/20	ZHS	emails H. Crabtree and J. May regarding disclosure statement and confirmation hearing preparation.	0.60	465.00

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Date 07/20/2020  
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06/19/20	ZHS	t/c B. Rosenthal, A. Cohen, J. May, and M. Taylor regarding recovery estimates for disclosure statement.	0.70	542.50
06/19/20	HBC	Review and file motion to conditionally approve disclosure statement.	0.60	303.00
06/19/20	JAM	Emails regarding confirmation hearing and solicitation issues (0.9).	0.90	409.50
06/22/20	JXW	Research ability of landlords to assert administrative claim in rejected lease where leases include indemnity provision.	3.30	891.00
06/25/20	JAM	Email correspondence regarding disclosure statement motion objections and deadline (0.5); email and teleconferences regarding liquidation analysis (0.7).	1.20	546.00
06/26/20	ZHS	emails J. May regarding liquidation analysis.	0.30	232.50
06/26/20	JAM	Research and analysis regarding dismissal of debtor (3.0); email correspondence regarding same (0.7); email correspondence regarding upcoming hearing and confirmation (0.7).	4.40	2,002.00
06/28/20	JAM	Email correspondence with committee counsel and team regarding dismissal and confirmation issues.	0.50	227.50
06/29/20	ZHS	t/c B. Rosenthal, A. Cohen, and J. May regarding liquidation analysis.	0.80	620.00

**Total Services:**

**128.60** **\$62,415.00**

Zachary H. Smith	19.80	hours at	775.00	=	\$15,345.00
Hillary B. Crabtree	15.30	hours at	505.00	=	\$7,726.50
Gabriel L. Mathless	4.40	hours at	425.00	=	\$1,870.00
Julia A. May	56.70	hours at	455.00	=	\$25,798.50
Christian N. Herring	3.10	hours at	350.00	=	\$1,085.00
Matthew K. Taylor	21.10	hours at	355.00	=	\$7,490.50
Robert A. Fisher	2.30	hours at	655.00	=	\$1,506.50
Joanne Wu	5.90	hours at	270.00	=	\$1,593.00

Total (100%) of Fees: **62,415.00**

90% of Total Fees: **56,173.50**

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**TOTAL AMOUNT DUE:**

**\$56,173.50**

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**File No. 037179.000030**  
**Re: Claims Administration**

06/01/20	JXW	Review tax settlement agreements for purposes of preparing objection to claims.	0.40	108.00
06/01/20	JXW	Call with H. Crabtree regarding tax claims objection.	0.20	54.00
06/01/20	HBC	Discuss objection to tax claim.	1.50	757.50
06/01/20	JAM	Email correspondence regarding pending administrative claim motions (0.1); email correspondence regarding final claims register (0.4).	0.50	227.50
06/02/20	ZHS	review H. Crabtree and Stretto emails regarding administrative claims.	0.50	387.50
06/02/20	HBC	Reconcile admin claim for 1810 Wynnton.	0.20	101.00
06/03/20	HBC	Draft consent order for 1810 Wynnton.	0.60	303.00
06/03/20	HBC	Contact Union County tax authority.	0.10	50.50
06/04/20	JXW	Compile PDFs of lien searches.	0.30	81.00
06/04/20	JXW	Correspondence with Z. Smith and H. Crabtree re contractors liens and proofs of claim.	0.30	81.00
06/04/20	JXW	Draft, review and revise tax claim objection.	4.50	1,215.00
06/04/20	ZHS	emails H. Crabtree regarding construction liens.	0.60	465.00
06/04/20	ZHS	emails H. Crabtree regarding resolutions of administrative creditor motions.	0.60	465.00
06/04/20	HBC	Review and comment on Reinhart consent order (.4). Coordinate payment (.1).	0.50	252.50
06/04/20	HBC	Review claims register for secured and priority claim analysis.	1.10	555.50
06/05/20	HBC	Negotiation on Reinhart payment and consent order.	1.10	555.50
06/05/20	HBC	503(b)(9) and PACA lien analysis.	1.10	555.50
06/08/20	ZHS	t/c J. May regarding priority tax claim at SD Holdings.	0.40	310.00
06/08/20	HBC	Finalize and upload Reinhart consent order.	0.50	252.50
06/09/20	RWC	Review Southern Deli Holdings LLC Proof of Claim related to	0.70	343.00

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		North Carolina taxes; research and review North Carolina power of attorney requirements; office conferences regarding same; review proposed assessment related to same.		
06/09/20	RAF	Review NCDOR claim; office conferences regarding same.	0.80	524.00
06/09/20	JAM	Review NCDOR auditor report and teleconference with R. Fisher regarding same.	2.20	1,001.00
06/10/20	RWC	Review North Carolina Department of Revenue Auditor's Report regarding partnership income tax proposed assessment; e-correspondence with Brian Rosenthal regarding same; e-correspondence with Adam Cohen regarding same; office conferences regarding same; prepare North Carolina Department of Revenue powers of attorney; e-correspondence with Mr. Rosenthal regarding same; e-correspondence with Mr. Cohen regarding same; office conferences regarding same.	2.80	1,372.00
06/10/20	HBC	Assist MERU on PACA and 503(b)(9) claim analysis.	1.90	959.50
06/10/20	HBC	Draft stipulation for performance food group claims.	0.80	404.00
06/10/20	HBC	Correspondence with performance food group counsel.	0.20	101.00
06/10/20	HBC	Correspondence with US Food counsel, reconsolidation.	0.40	202.00
06/10/20	JAM	Teleconferences with Itria and B. Rosenthal regarding SD Holdings (1.3); emails regarding same (0.4); teleconferences and emails R. Coyne and B. Rosenthal regarding tax claim at SD Holdings and strategy regarding same (1.8).	3.50	1,592.50
06/11/20	RWC	Review proposed assessment and related statute of limitation issues; telephone conference and e-correspondence with Robert Deans at the North Carolina Department of Revenue regarding status of partnership tax proposed assessment; e-correspondence with Brian Rosenthal regarding same; e-correspondence with Adam Cohen regarding same; office conferences regarding same.	1.00	490.00
06/16/20	HBC	Review tax settlements, analysis of settlement periods.	1.10	555.50
06/17/20	RWC	E-correspondence with Brian Rosenthal regarding North Carolina partnership income tax audit; preparation for telephone conference regarding same; telephone conference with Mr. Rosenthal, Mark Sutton from Plante Moran, and Julia Mays regarding same; research and review North Carolina partnership income tax provisions related to same.	2.00	980.00

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06/17/20	ZHS	review research regarding objection to tax claims (.4); emails H. Crabtree regarding research in connection with objection to tax claims (.4).	0.80	620.00
06/17/20	JAM	Teleconference with Itria regarding SD Holdings (0.5); teleconferences and emails with debtor team regarding same (0.5).	1.00	455.00
06/18/20	RWC	Telephone call to and e-correspondence with Robert Deans, auditor at the North Carolina Department of Revenue, regarding draft partnership income tax assessment.	0.20	98.00
06/19/20	RWC	Telephone conference with Robert Deans at the North Carolina Department of Revenue regarding partnership income tax audit; e-correspondence with Brian Rosenthal regarding same; office conferences regarding same.	0.20	98.00
06/22/20	HBC	Review effect of mechanic liens on administrative claims.	0.80	404.00
06/22/20	HBC	Coordination with Lisa Sumner on Edward Don liens.	0.50	252.50
06/23/20	HBC	Assist on tax claims analysis.	1.80	909.00
06/23/20	HBC	Various calls with counsel on Edward Don matter.	0.50	252.50
06/23/20	HBC	Research caselaw on NC mechanic liens and bankruptcy.	0.60	303.00
06/24/20	ZHS	emails H. Crabtree regarding objection to tax claims and strategy related to same.	0.70	542.50
06/24/20	HBC	Negotiations on Edward Don mechanic lien.	1.10	555.50
06/24/20	HBC	Research on objection to tax claims.	2.80	1,414.00
06/25/20	ZHS	emails H. Crabtree regarding objection to tax claims.	0.30	232.50
06/25/20	RWC	Telephone conference with Robert Deans at the North Carolina Department of Revenue regarding proposed partnership income tax audit assessment; e-correspondence with Brian Rosenthal regarding same; office conferences regarding same.	0.20	98.00
06/26/20	ZHS	review objection to tax claims.	0.60	465.00
06/26/20	HBC	Revisions to tax claim objection (.3), call with MERU on tax status (.2).	0.50	252.50

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06/26/20	JAM	Email and teleconferences regarding tax claims and negotiations (1.2); review claims register and teleconference regarding same (1.0).	1.20	546.00
06/28/20	HBC	Follow up with J. Henderson on 1810 Wynnton motion.	0.10	50.50
06/29/20	ZHS	email H. Crabtree and J. May regarding tax claim objection.	0.10	77.50
06/29/20	ZHS	review draft consent order regarding asserted mechanic's lien.	0.20	155.00
06/29/20	JAM	Teleconferences and emails regarding priority tax claim issues.	1.20	546.00
06/30/20	HBC	Call on tax objection strategy.	0.50	252.50
06/30/20	HBC	Review tax analysis.	0.60	303.00
06/30/20	RWC	E-correspondence with Brian Rosenthal regarding North Carolina Department of Revenue tax claim; office conferences regarding same.	0.30	147.00
06/30/20	ZHS	emails H. Crabtree and J. May regarding tax claim objection strategy and next steps.	1.00	775.00
06/30/20	JAM	Teleconferences and email correspondence regarding priority claims filed and claim objections.	0.50	227.50

**Total Services:** **50.70** **\$25,334.00**

Zachary H. Smith	5.80	hours at	775.00	=	\$4,495.00
Hillary B. Crabtree	20.90	hours at	505.00	=	\$10,554.50
Rachel W. Coyne	7.40	hours at	490.00	=	\$3,626.00
Julia A. May	10.10	hours at	455.00	=	\$4,595.50
Robert A. Fisher	0.80	hours at	655.00	=	\$524.00
Joanne Wu	5.70	hours at	270.00	=	\$1,539.00

Total (100%) of Fees: 25,334.00

90% of Total Fees: 22,800.60

**TOTAL AMOUNT DUE:** **\$22,800.60**

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Date 07/20/2020  
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**File No. 037179.000031**  
**Re: Litigation**

06/16/20	HBC	Review DoorDash and Sonic agreements to and history for turnover demands.	1.10	555.50
06/17/20	ZHS	emails H. Crabtree and J. May regarding turnover demands.	0.40	310.00
06/17/20	HBC	Draft, review and revise demand for turnover for WAITR.	0.50	252.50
06/19/20	HBC	Coordinate on Doordash litigation.	0.10	50.50
06/21/20	HBC	Correspondence on DoorDash litigation.	0.10	50.50
06/22/20	ZHS	emails B. Rosenthal, A. Cohen, and R. Dyer regarding Doordash turnover complaint.	0.50	387.50
06/22/20	HBC	Draft, review and revise WAITR demand and forward same.	0.60	303.00
06/22/20	HBC	Draft, review and revise DoorDash demand.	0.70	353.50
06/23/20	ZHS	emails R. Dyer and A. Cohen regarding Doordash complaint.	0.50	387.50
06/23/20	HBC	Discuss DoorDash litigation strategy.	0.50	252.50
06/24/20	RED	Prepare, review and revise complaint for turnover of DoorDash funds.	3.80	1,235.00
06/25/20	HBC	DoorDash demand and Itria correspondence.	1.10	555.50
06/26/20	HBC	Assist with DoorDash complaint.	0.40	202.00
06/26/20	JAM	Email correspondence and teleconferences regarding DoorDash, Itria and turnover matters.	0.90	409.50
06/28/20	JAM	Email correspondence with team regarding turnover issues.	0.30	136.50
06/28/20	HBC	Correspondence with DoorDash counsel.	0.20	101.00
06/29/20	RED	Resolve issues regarding turnover of DoorDash funds.	6.50	2,112.50
06/29/20	ZHS	emails R. Dyer and H. Crabtree regarding complaint against Doordash and correspondence to Doordash and Itria counsel.	0.80	620.00
06/29/20	ZHS	t/c's J. May regarding response to Itria regarding cash held by Doordash.	0.20	155.00
06/29/20	HBC	Assist with DoorDash turnover issues.	0.60	303.00

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06/30/20	RED	Resolve additional issues regarding turnover of DoorDash funds.	3.30	1,072.50
06/30/20	HBC	Assist with DoorDash turnover issues.	0.10	50.50
06/30/20	ZHS	emails R. Dyer, J. May, H. Crabtree, B. Rosenthal, and A. Cohen regarding Doordash.	1.50	1,162.50
06/30/20	ZHS	further emails A. Cohen, B. Rosenthal, J. May, H. Crabtree, and R. Dyer regarding Doordash and Rubin Law issues.	0.60	465.00

<b>Total Services:</b>	<b>25.30</b>	<b>\$11,483.50</b>
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Zachary H. Smith	4.50	hours at	775.00	=	\$3,487.50
Hillary B. Crabtree	6.00	hours at	505.00	=	\$3,030.00
Reid E. Dyer	13.60	hours at	325.00	=	\$4,420.00
Julia A. May	1.20	hours at	455.00	=	\$546.00

Total (100%) of Fees:	11,483.50
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90% of Total Fees:	10,335.15
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<b>TOTAL AMOUNT DUE:</b>	<b>\$10,335.15</b>
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Client: Southern Deli  
File No: 037179

Invoice **1054001**  
Date 07/20/2020

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<b>TOTAL (100%) OF FEES:</b>	<b>\$209,529.50</b>
<b>90% OF TOTAL FEES:</b>	<b>\$188,576.55</b>
<b>TOTAL EXPENSES:</b>	<b>\$2,507.26</b>
<b>TOTAL AMOUNT DUE:</b>	<b>\$191,083.81</b>

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Southern Deli  
131 E. Lincoln Ave., Suite C  
Ft. Collins, CO 80524-2493

Invoice **1058004**  
Date 08/31/2020  
Page 1  
Terms Net 30 Days

File No. 037179.000025  
Re: Asset Transactions

Total Services:	\$35,868.50
Total Expenses:	\$0.00
Total This Matter:	\$35,868.50

File No. 037179.000026  
Re: Case Administration and Business Operations

Total Services:	\$45,467.00
Total Expenses:	\$137.23
Total This Matter:	\$45,604.23

File No. 037179.000027  
Re: Financing and Relief from Stay Proceedings

Total Services:	\$0.00
Total Expenses:	\$4.59
Total This Matter:	\$4.59

File No. 037179.000028  
Re: Fee Proceedings

Total Services:	\$3,049.50
Total Expenses:	\$0.00
Total This Matter:	\$3,049.50

File No. 037179.000029  
Re: Plan and Disclosure

Total Services:	\$31,559.00
Total Expenses:	\$550.20
Total This Matter:	\$32,109.20

File No. 037179.000030  
Re: Claims Administration

Total Services:	\$41,282.00
Total Expenses:	\$128.40
Total This Matter:	\$41,410.40

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Invoice **1058004**  
Date 08/31/2020  
Page 2  
Terms Net 30 Days

File No. 037179.000032  
Re: Other

Total Services:	\$1,820.00
Total Expenses:	\$0.00
Total This Matter:	<u>\$1,820.00</u>

File No. 037179.000035  
Re: Southern Deli Holdings Asset Sales

Total Services:	\$3,230.50
Total Expenses:	\$0.00
Total This Matter:	<u>\$3,230.50</u>

**Total (100%) of Fees: \$162,276.50**

**90% of Total Fees: \$146,048.85**

**Total (100%) of Expenses: \$820.42**

**TOTAL AMOUNT DUE: \$163,096.92**

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Ft. Collins, CO 80524-2493

Invoice	<b>1058004</b>
Date	08/31/2020
Page	3
Terms	Net 30 Days

**File No. 037179.000025**

**Re: Asset Transactions**

07/01/20	HBC	Discuss Tribeca bid and economics and sale issues.	0.60	303.00
07/02/20	HBC	Assist with MOD sale process.	0.70	353.50
07/06/20	RED	Telephone conference regarding and review of issues regarding additional potential bid.	1.70	552.50
07/06/20	ZHS	review notice from MOD landlord and emails R. Dyer and H. Crabtree regarding same.	0.20	155.00
07/06/20	HBC	Correspondence on bid deadline and process.	0.30	151.50
07/06/20	JAM	Email and teleconferences regarding equity sale.	0.90	409.50
07/07/20	RED	Communications regarding end of sale process (.2); prepare notice of selection of winning bidder and cancellation of auction (1.2); begin preparing sale order (.9).	2.30	747.50
07/07/20	HBC	Mod sale status call.	0.50	252.50
07/07/20	HBC	Assist with sale notices (.3). Call with K. Kobbe on sale (.6).	0.90	454.50
07/07/20	JAM	Email and teleconferences regarding MOD sale (1.4); email, teleconference and analysis regarding equity sale (.9).	2.30	1,046.50
07/08/20	RED	Prepare sale order and communications regarding same.	2.00	650.00
07/08/20	HBC	Assist with cure schedule.	0.70	353.50
07/08/20	HBC	Review MOD sale Order.	0.30	151.50
07/08/20	JAM	Email and teleconference regarding sale hearing and closing.	0.90	409.50

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07/09/20	RED	Communications regarding selection of bidder and cancellation of auction (.4); communications regarding anticipated closing issues (.4); prepare declarations in support of sale hearing (3.8).	4.60	1,495.00
07/09/20	RED	Revisions to proposed sale order (.6); review revisions to disclosure schedules (.8); review of assumption issue (.6); prepare notice to accompany sale order (.6).	2.60	845.00
07/09/20	HBC	Assist with sale matters, closing deadlines.	1.40	707.00
07/09/20	JAM	Research regarding lien challenge regarding equity (.9); email correspondence regarding MOD sale (0.4).	1.30	591.50
07/10/20	RED	Resolve MOD sale issue regarding Performance Foods rejection.	2.50	812.50
07/10/20	ZHS	numerous emails R. Dyer, J. May, B. Rosenthal regarding Performance Foods and MOD sale.	1.60	1,240.00
07/10/20	ZHS	t/c J. Silvestro, B. Rosenthal, J. Rossell, and R. Dyer regarding MOD sale issue related to Performance Foods and next steps.	0.50	387.50
07/10/20	ZHS	further emails R. Dyer and J. Silvestro regarding Performance Foods.	0.30	232.50
07/10/20	HBC	Mod sale status call.	0.50	252.50
07/10/20	HBC	Assist with sale closing matters, sale order and disclosures.	1.60	808.00
07/11/20	RED	Communications regarding resolution of rejection claim issue.	0.80	260.00
07/12/20	RED	Resolve rejection claim issue and revise sale order to incorporate same (4.5); prepare notice of filing and file amended cure schedule (.5); prepare notice of filing and file revised order (.6).	5.60	1,820.00
07/13/20	RED	Prepare for and attend MOD sale hearing (6.2); finalize and submit proposed sale order (1.0).	9.20	2,990.00
07/13/20	HBC	Coordinate sale order with Bankruptcy Administrator.	0.50	252.50
07/14/20	HBC	Disclosure schedules for sale.	0.30	151.50
07/14/20	HBC	Assist R. Dyer with equipment lesser coordination.	0.50	252.50

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07/14/20	HBC	Coordinate on sale order.	0.20	101.00
07/17/20	RED	Communications regarding assets at non-assumed MOD locations.	0.60	195.00
07/17/20	ZHS	emails R. Dyer regarding MOD sale post-closing inquiry from contract counterparty.	0.30	232.50
07/17/20	HBC	Coordinate cure amount with IVT landlord.	1.00	505.00
07/20/20	RED	Prepare MOD sale documents.	1.80	585.00
07/21/20	RED	Communications with MOD regarding assumption of contracts and review draft documents.	2.30	747.50
07/22/20	RED	Prepare documentation for and communications regarding MOD closing.	6.80	2,210.00
07/22/20	JAM	Email correspondence with potential purchaser regarding offer and terms.	1.10	500.50
07/22/20	GLM	Communications with R. Dyer, Z. Smith, J. May, JP Morgan regarding escrow agreement for proceeds of MOD sale, attendant issues.	0.80	340.00
07/23/20	RED	Review documents for MOD closing.	3.80	1,235.00
07/23/20	GLM	Draft escrow agreement for MOD sale proceeds.	0.50	212.50
07/23/20	GLM	Communications with R. Dyer, B. Rosenthal, JP Morgan Chase regarding escrow agreement for MOD sale proceeds, KYC.	0.60	255.00
07/23/20	HBC	Assist with sale closing.	0.60	303.00
07/24/20	RED	Prepare for and resolve issue regarding MOD closing.	3.10	1,007.50
07/24/20	GLM	Revisions to MOD proceeds escrow agreement.	0.40	170.00
07/24/20	GLM	Communications with R. Dyer, JP Morgan, B. Rosenthal regarding escrow agreement, timing for opening escrow account , KYC.	1.00	425.00
07/24/20	HBC	Assist with sale documents.	0.60	303.00
07/27/20	RED	Closing of MOD sale.	4.80	1,560.00
07/27/20	GLM	Communications with B. Rosenthal, JP Morgan chase regarding closing escrow agreement, wires in connection with	0.40	170.00

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assignment closing.

07/27/20	GLM	Prepare execution copy of escrow agreement for MOD sale proceeds.	0.20	85.00
07/27/20	HBC	Assist with sale closing.	0.40	202.00
07/28/20	RED	Resolve MOD post-closing issues and prepare notices of completion of MOD sale and list of contracts assumed/assigned.	6.30	2,047.50
07/28/20	HBC	Respond to post-closing questions on asset transfers.	1.10	555.50
07/29/20	RED	Finalize and file notices of sale of MOD assets and list of assigned contracts.	1.70	552.50
07/29/20	JAM	Emails and teleconferences regarding equity sale (0.5); research in support of same (1.0).	1.50	682.50
07/29/20	ZHS	emails R. Dyer regarding MOD sale.	0.30	232.50
07/30/20	JAM	Research for sale motion (1.9); email and teleconferences regarding same (1.1).	3.00	1,365.00

<b>Total Services:</b>	<b>93.30</b>	<b>\$35,868.50</b>
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<i>Zachary H. Smith</i>	<i>3.20</i>	<i>hours at</i>	<i>775.00</i>	<i>=</i>	<i>\$2,480.00</i>
<i>Hillary B. Crabtree</i>	<i>12.70</i>	<i>hours at</i>	<i>505.00</i>	<i>=</i>	<i>\$6,413.50</i>
<i>Reid E. Dyer</i>	<i>62.50</i>	<i>hours at</i>	<i>325.00</i>	<i>=</i>	<i>\$20,312.50</i>
<i>Gabriel L. Mathless</i>	<i>3.90</i>	<i>hours at</i>	<i>425.00</i>	<i>=</i>	<i>\$1,657.50</i>
<i>Julia A. May</i>	<i>11.00</i>	<i>hours at</i>	<i>455.00</i>	<i>=</i>	<i>\$5,005.00</i>

<b>TOTAL AMOUNT DUE:</b>	<b>\$35,868.50</b>
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**File No. 037179.000026**

**Re: Case Administration and Business Operations**

07/01/20	RED	Communications regarding turnover of DoorDash funds.	0.50	162.50
07/01/20	JAM	Email correspondence regarding tax claims, turnover issues and sale.	0.90	409.50
07/01/20	HBC	Assist R. Dyer with DoorDash issues.	0.30	151.50
07/01/20	HBC	Attend hearing on landlord objection and announce resolution.	0.60	303.00
07/01/20	HBC	Review response to WAITR demand letter.	0.60	303.00
07/01/20	HBC	Discuss copy machine lease termination.	0.40	202.00
07/01/20	ZHS	emails A. Cohen and H. Crabtree regarding lease early terminations.	0.50	387.50
07/02/20	MKT	Review and analyze information re SD Holdings (1.6); conference with Z. Smith and J. May re SD Holdings (.7.).	2.30	816.50
07/02/20	RED	Revise DoorDash turnover complaint; resolve remaining issues for turnover.	3.20	1,040.00
07/02/20	GLM	Correspondence with Z. Smith regarding 3012 motion.	0.10	42.50
07/02/20	HBC	Follow up on WAITR and DoorDash receivables.	1.10	555.50
07/02/20	HBC	Reimbursement with S. Cortez and Gastios landlord.	0.30	151.50
07/02/20	ZHS	emails H. Crabtree and J. May regarding hearing preparation and coordination.	0.30	232.50
07/03/20	ZHS	t/c J. May regarding call with Itria with respect to DMAC and SDH dismissal.	0.50	387.50
07/05/20	HBC	Case administration deadlines and postpetition actions.	1.40	707.00
07/06/20	RED	Communications resolving turnover of DoorDash payments.	0.80	260.00
07/06/20	ZHS	review R. Jones email regarding DMAC and SDH case (.3), and emails J. May regarding same (.2).	0.50	387.50
07/06/20	HBC	Coordinate with court on hearing matters.	0.60	303.00
07/06/20	HBC	Prepare, review and revise ordinary course order.	0.70	353.50

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07/06/20	HBC	Coordinate ordinary course disclosures.	1.30	656.50
07/06/20	ZHS	emails H. Crabtree and R. Dyer regarding notice from lease counterparty and next steps related to same.	0.30	232.50
07/08/20	MKT	Research re case closing motion.	0.30	106.50
07/08/20	HBC	Prepare for and attend hearing on ordinary course, disclosure statement.	2.60	1,313.00
07/08/20	HBC	Revise ordinary course order and send blackline to parties.	0.40	202.00
07/08/20	HBC	Upload proposed orders.	0.30	151.50
07/09/20	JXW	Enter dates and deadlines in calendars for claims estimation motion and voting deadline.	0.10	27.00
07/09/20	MKT	Research re motion to dismiss.	1.00	355.00
07/09/20	HBC	Call with J. Henderson on case status.	0.40	202.00
07/09/20	HBC	Revise disclosures for Greer Walker.	0.40	202.00
07/09/20	HBC	Upload disclosures.	0.20	101.00
07/13/20	GLM	Call with J. May regarding status, 3012 motion.	0.30	127.50
07/13/20	HBC	Prepare for and attend hearing on ordinary course motion and 1810 motion.	1.90	959.50
07/13/20	HBC	Coordination on WAITR and Itria claims.	0.50	252.50
07/13/20	HBC	Coordination with Clerk's office on orders.	0.30	151.50
07/14/20	JXW	Calendar confirmation hearing date.	0.20	54.00
07/14/20	RED	Review issues regarding and prepare MOD lease rejection motions.	7.30	2,372.50
07/14/20	GLM	Communications with Z. Smith, J. May, H. Crabtree regarding analysis in connection with omnibus objection to claims, Rule 3012 motion.	3.00	1,275.00
07/14/20	GLM	Analysis of case law, bankruptcy rules relating to Rule 3012 motions.	1.50	637.50
07/14/20	GLM	Revisions to draft Rule 3012 motion.	0.50	212.50
07/14/20	HBC	Review monthly reports and prepare joint narrative.	0.80	404.00

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**1058004**

07/14/20	HBC	Review quarterly fee report.	0.40	202.00
07/14/20	HBC	Assist with rejection of MOD contracts.	0.40	202.00
07/14/20	HBC	Correspondence with WAITR.	0.10	50.50
07/15/20	JXW	Draft, review and revise notice of hearing for tax claim objection.	0.50	135.00
07/15/20	RED	Prepare motions for rejection of MOD contracts/leases.	2.10	682.50
07/15/20	JXW	Forward tax settlements to J. May for purposes of tax objections.	0.10	27.00
07/15/20	ZHS	emails B. Rosenthal regarding inquiry from Bridge counsel and filing of objections to certain tax claims.	0.30	232.50
07/15/20	GLM	Communications with J. May, Z. Smith, R. Dyer, H. Crabtree, M. Taylor regarding secured claims, Rule 3012 motion, tax objections.	1.00	425.00
07/15/20	GLM	Analysis of secured claims in connection with Rule 3012 motion.	2.00	850.00
07/15/20	GLM	Revisions to Rule 3012 motion.	1.40	595.00
07/15/20	HBC	Discuss case procedures, timing of motions.	1.10	555.50
07/15/20	HBC	Review rejection motions.	0.50	252.50
07/16/20	JXW	Review, revise and prepare tax objections for filing.	1.10	297.00
07/16/20	MKT	Research re case closing motion.	1.70	603.50
07/16/20	RED	Finalize and file MOD rejection motions.	2.80	910.00
07/16/20	JXW	Review and revise narrative and insert in monthly reports of debtors.	0.30	81.00
07/16/20	GLM	Communications with H. Crabtree, Z. Smith, J. Wu, J. May regarding tax objection.	0.40	170.00
07/16/20	GLM	Revisions to Rule 3012 motion.	0.70	297.50
07/16/20	GLM	Communications with J. May, Z. Smith, J. Wu, R. Dyer, B. Rosenthal regarding Rule 3012 motion, affidavit.	1.50	637.50
07/17/20	JXW	Circulate key dates and deadlines internally.	0.40	108.00

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07/17/20	JXW	Insert narrative into monthly statements of debtors forward to MERU.	1.40	378.00
07/17/20	MKT	Research re case closing motion (1.0) draft same (1.1).	2.10	745.50
07/17/20	GLM	Communications with B. Rosenthal, J. May regarding Rule 3012 Motion.	0.50	212.50
07/17/20	HBC	Coordinate hearings with the Court.	0.20	101.00
07/17/20	HBC	Request information history from WAITR.	0.30	151.50
07/17/20	HBC	Review monthly reports (.6).	0.60	303.00
07/20/20	JXW	Internal call regarding plan and confirmation status and task list.	0.40	108.00
07/20/20	MKT	Telephone conference with MVA team re open workstreams.	0.40	142.00
07/20/20	RED	Conference regarding remaining confirmation issues.	0.40	130.00
07/20/20	GLM	Revisions to Rule 3012 motion.	1.00	425.00
07/20/20	GLM	Communications with MVA team regarding status, next steps, task list through confirmation hearing.	0.60	255.00
07/20/20	GLM	Communications with J. May, J. Langdon, B. Rosenthal, Z. Smith regarding Rule 3012 motion.	0.70	297.50
07/20/20	ZHS	emails H. Crabtree and J. May regarding confirmation checklist and related planning.	0.60	465.00
07/21/20	JXW	Pull First Federal Sav. & Loan Association v. Baker case for J. Silvestro regarding motions as to the priority tax claims.	0.10	27.00
07/21/20	JXW	Correspondence with Stretto regarding service of 3012 Motion.	0.30	81.00
07/21/20	JXW	Compile 3012 Motion and file the same.	0.50	135.00
07/21/20	GLM	Communications with J. May, J. Wu, J. Langdon regarding Rule 3012 motion, filing same.	0.60	255.00
07/21/20	JAM	Email correspondence regarding hearing for dismissal, sale and settlements.	0.40	182.00
07/21/20	HBC	Prepare and coordinate trust disbursement checks for quarterly fees.	1.10	555.50

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**1058004**

07/21/20	HBC	Assist with case administration.	5.20	2,626.00
07/22/20	JAM	Email and teleconferences regarding turnover issues.	0.80	364.00
07/23/20	JXW	Coordinate with M. Powell on calendar reminders for confirmation and administrative items.	0.30	81.00
07/24/20	MP	Analyze pleadings to identify upcoming deadlines and events.	0.30	60.00
07/24/20	JAM	Teleconference G. Mathless regarding dismissal motion and strategy (0.6); research regarding same (1.5).	2.10	955.50
07/24/20	HBC	Assist with various reimbursements from AMEX and credit card issuers.	1.50	757.50
07/27/20	JXW	Organize and circulate reminders for interim and final fee applications.	0.50	135.00
07/27/20	HBC	Contact WAITR regarding payment history.	0.20	101.00
07/27/20	HBC	Review monthly reports.	1.10	555.50
07/27/20	HBC	Review plan documents.	2.10	1,060.50
07/28/20	JXW	Proofread plan admin agreement, compile plan supplement materials and file the same.	0.60	162.00
07/28/20	JXW	Prepare notice of hearing for plan supplement.	0.90	243.00
07/28/20	GLM	Correspondence with M. Taylor regarding confirmation brief.	0.10	42.50
07/28/20	HBC	Strategy on structured dismissal.	0.50	252.50
07/29/20	MKT	Drafted motion for SD Holdings structured dismissal.	2.40	852.00
07/29/20	RED	Prepare proposed order rejecting leases.	0.70	227.50
07/29/20	JAM	Review cash collateral order (0.2); analysis regarding post-confirmation and predissmissal cash collateral issues (0.8).	1.00	455.00
07/29/20	JAM	Email and teleconferences regarding turnover amounts.	0.80	364.00
07/29/20	ZHS	emails B. Rosenthal, J. May, and H. Crabtree regarding potential turnover actions.	0.20	155.00
07/29/20	HBC	Review WAITR transaction information.	0.30	151.50

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**1058004**

07/29/20	HBC	Strategy on ITRIA reimbursement.	0.30	151.50
07/30/20	JXW	Emails H. Crabtree and B. Rosenthal regarding June staffing report (0.4). Prepare notice of opportunity for hearing (0.3). File the same with staffing report (0.2).	0.90	243.00
07/30/20	MKT	Review and revise motion to dismiss SD Holdings chapter 11 case.	1.50	532.50
07/30/20	HBC	Assist with NCDOR settlement documentation.	0.40	202.00
07/31/20	MKT	Telephone conference with J. May re 9019 motions.	0.50	177.50
07/31/20	JAM	Research regarding amendment versus dismissal for debtor (3.3); email correspondence regarding same (1.0); review and revise 9019 motions (2.9).	7.20	3,276.00
07/31/20	HBC	Negotiate insurance reimbursement.	0.30	151.50
07/31/20	HBC	Negotiate and correct Aprio disclosures.	1.10	555.50
07/31/20	HBC	Draft ordinary course amendment to exhibit.	0.80	404.00
07/31/20	HBC	Prepare notice for ordinary course documents.	0.20	101.00
07/31/20	HBC	Finalize and file SD-Charlotte monthly report.	0.30	151.50
07/31/20	HBC	Finalize and file SD-Missouri monthly report.	0.30	151.50
07/31/20	HBC	Prepare and file RTHT monthly report.	0.30	151.50
07/31/20	HBC	Prepare and file the SDH monthly report.	0.20	101.00
07/31/20	HBC	Prepare and file SDR monthly report.	0.20	101.00

**Total Services:**

**106.30** **\$45,467.00**

Zachary H. Smith	3.20	hours at	775.00	=	\$2,480.00
Hillary B. Crabtree	35.10	hours at	505.00	=	\$17,725.50
Reid E. Dyer	17.80	hours at	325.00	=	\$5,785.00
Gabriel L. Mathless	15.90	hours at	425.00	=	\$6,757.50
Julia A. May	13.20	hours at	455.00	=	\$6,006.00
Matthew K. Taylor	12.20	hours at	355.00	=	\$4,331.00
Joanne Wu	8.60	hours at	270.00	=	\$2,322.00
Muriel Powell	0.30	hours at	200.00	=	\$60.00

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Computer Aided Research 137.23

**Total Expenses:** 137.23

**TOTAL AMOUNT DUE:** \$45,604.23

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File No. 037179.000027

Re: Financing and Relief from Stay Proceedings

Total Services:	0.00	\$0.00
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Computer Aided Research	4.59
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Total Expenses:	4.59
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TOTAL AMOUNT DUE:	\$4.59
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Invoice **1058004**  
 Date 08/31/2020  
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**File No. 037179.000028**  
**Re: Fee Proceedings**

07/06/20	JXW	Email correspondence with accounting regarding final invoice.	0.50	135.00
07/06/20	JXW	Call with T. Ratcliffe regarding invoice and application of funds.	0.40	108.00
07/08/20	JXW	Forward Pachulski fee app order to B. Rosenthal.	0.10	27.00
07/09/20	JXW	Review proposed order for first MVA fee application ahead of filing.	0.50	135.00
07/09/20	JXW	File proposed order for MVA fee application and JD Thompson fee application.	0.40	108.00
07/09/20	HBC	Prepare MVA fee order.	1.10	555.50
07/09/20	HBC	Coordinate with L. Simpson on fee orders.	0.40	202.00
07/10/20	JXW	Coordinate with accounting for approved fee application.	0.30	81.00
07/10/20	HBC	Coordinate service of fee orders and retainer application.	0.30	151.50
07/15/20	JXW	Correspondence with Z. Smith and H. Crabtree regarding June prebill.	0.20	54.00
07/16/20	JXW	Review June invoice for fifth monthly fee statement.	0.10	27.00
07/17/20	JXW	Review June pre-bill and provide comments for monthly fee statement.	0.30	81.00
07/17/20	HBC	Review and mark up invoice for statement.	1.10	555.50
07/20/20	JXW	Draft, review and revise notice for fifth monthly fee statement, and prepare for noticing.	0.90	243.00
07/20/20	HBC	Finalize fee statement.	0.50	252.50
07/27/20	JAM	Email correspondence regarding fee statements.	0.40	182.00
07/30/20	HBC	Review and file MERU staffing report.	0.30	151.50

**Total Services:**

**7.80** **\$3,049.50**

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<i>Hillary B. Crabtree</i>	<i>3.70</i>	<i>hours at</i>	<i>505.00</i>	<i>=</i>	<i>\$1,868.50</i>
<i>Julia A. May</i>	<i>0.40</i>	<i>hours at</i>	<i>455.00</i>	<i>=</i>	<i>\$182.00</i>
<i>Joanne Wu</i>	<i>3.70</i>	<i>hours at</i>	<i>270.00</i>	<i>=</i>	<i>\$999.00</i>

**TOTAL AMOUNT DUE:**

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**\$3,049.50**

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**File No. 037179.000029**  
**Re: Plan and Disclosure**

07/02/20	HBC	Coordinate balloting and mailing with Stretto.	1.30	656.50
07/06/20	MKT	Review and revise solicitation materials.	1.40	497.00
07/06/20	JAM	Prepare for disclosure statement hearing.	1.50	682.50
07/07/20	MKT	Review and revise solicitation materials (2.3); correspond with MVA team re same (.4); correspond with Stretto team re same (.3).	3.10	1,100.50
07/07/20	HBC	Finalize and confirm solicitation process with Stretto.	0.60	303.00
07/07/20	HBC	Review final solicitation package (1.0) and cover letter (.7).	1.70	858.50
07/07/20	HBC	Review and revise conditional approval form of order.	1.10	555.50
07/07/20	JAM	Prepare for disclosure statement hearing and solicitation.	2.40	1,092.00
07/07/20	ZHS	emails H. Crabtree and J. May regarding solicitation follow-up.	0.70	542.50
07/07/20	ZHS	emails M. Taylor regarding solicitation and Stretto follow-up.	0.30	232.50
07/07/20	ZHS	initial preparation for conditional approval hearing.	1.20	930.00
07/08/20	HBC	Revise conditional approval order and send blackline to parties.	0.50	252.50
07/08/20	HBC	Coordinate with Stretto on orders.	0.70	353.50
07/08/20	JAM	Prepare for and attend hearing (1.1); revise and finalize solicitation materials (.9); email and teleconferences regarding solicitation and confirmation (.9).	2.90	1,319.50
07/09/20	HBC	Work on plan and disclosure matters.	1.60	808.00
07/09/20	HBC	Call with equityholder on plan treatment.	0.30	151.50
07/09/20	JAM	Review MOD sale order regarding plan issues.	0.70	318.50
07/09/20	JAM	Email correspondence regarding solicitation (0.8); review plan, tax objections and settlement agreements (1.5); email and teleconferences regarding plan and solicitation issues (2.2).	4.50	2,047.50
07/10/20	HBC	Work on solicitation and creditor questions.	2.10	1,060.50

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07/14/20	MKT	Correspond with J. May re solicitation materials.	0.10	35.50
07/14/20	JAM	Research regarding dismissal and plan issues for SD Holdings (1.2); email correspondence regarding same (0.8).	2.00	910.00
07/14/20	HBC	Coordinate with Stretto on Bridge ballot.	0.20	101.00
07/14/20	HBC	Strategy on liens and MCA.	0.20	101.00
07/15/20	HBC	Discuss plan issues, MCA.	0.40	202.00
07/20/20	JAM	Revise confirmation task list and participate in team call regarding same.	0.60	273.00
07/20/20	HBC	Status call on plan matters.	0.50	252.50
07/22/20	JAM	Draft and revise plan administrator agreement (2.9); email correspondence with MCAs regarding classification and valuation motion (0.6).	3.50	1,592.50
07/23/20	JAM	Revise plan administrator agreement (1.5); email correspondence regarding same (0.3).	1.80	819.00
07/23/20	HBC	Review plan administrator agreement.	0.30	151.50
07/24/20	MKT	Draft brief in support of confirmation.	0.70	248.50
07/24/20	GLM	Communications with J. May, M. Taylor regarding confirmation brief.	0.80	340.00
07/24/20	GLM	Review borders' form for confirmation brief.	0.20	85.00
07/24/20	JAM	Research regarding cramdown and substantive consolidation (.9); email correspondence regarding same (1.1).	2.00	910.00
07/24/20	HBC	Assist with declaration in support.	0.40	202.00
07/25/20	JAM	Review and revise plan supplement (0.8); email correspondence regarding same (0.3).	1.10	500.50
07/25/20	RAF	Review disputed ownership fund materials; office conferences regarding same.	0.80	524.00
07/26/20	JAM	Email correspondence regarding wind down fund and plan supplement.	0.50	227.50
07/26/20	JAM	Teleconference regarding wind down fund and confirmation items.	0.80	364.00

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07/27/20	MKT	Review and revise confirmation brief.	5.50	1,952.50
07/27/20	JAM	Prepare plan supplement documents (2.5); email and teleconferences regarding same (1.5).	4.00	1,820.00
07/27/20	HBC	Assist with wind down budget.	1.10	555.50
07/28/20	MKT	Review and revise confirmation brief.	2.40	852.00
07/28/20	GLM	Begin commenting on confirmation brief.	0.40	170.00
07/28/20	JAM	Revise plan administrator agreement and email correspondence regarding same (.9); teleconferences and emails regarding liquidation analysis and review same (.8); email and teleconferences regarding wind-down fund and list of claims (1.9).	3.60	1,638.00
07/28/20	HBC	Discuss ballot and voting with Stretto.	0.40	202.00
07/29/20	JAM	Email and teleconferences regarding motion to dismiss (0.9); research in support of same (0.9); teleconference with secured creditor regarding settlement and dismissal motion (0.5); teleconferences and emails regarding Wind Down Fund (0.5).	2.80	1,274.00
07/30/20	GLM	Call with J. May regarding plan, confirmation, Itria issues.	0.40	170.00
07/30/20	HBC	Strategy on plan process.	1.20	606.00
07/31/20	ZHS	Review recently filed claims (.4); and emails J. May regarding same in connection with confirmation and effectiveness of plan (.2).	0.60	465.00
07/31/20	HBC	Discuss administrative and priority reserve.	0.50	252.50

**Total Services:** **68.40** **\$31,559.00**

<i>Zachary H. Smith</i>	<i>2.80</i>	<i>hours at</i>	<i>775.00</i>	<i>=</i>	<i>\$2,170.00</i>
<i>Hillary B. Crabtree</i>	<i>15.10</i>	<i>hours at</i>	<i>505.00</i>	<i>=</i>	<i>\$7,625.50</i>
<i>Gabriel L. Mathless</i>	<i>1.80</i>	<i>hours at</i>	<i>425.00</i>	<i>=</i>	<i>\$765.00</i>
<i>Julia A. May</i>	<i>34.70</i>	<i>hours at</i>	<i>455.00</i>	<i>=</i>	<i>\$15,788.50</i>
<i>Matthew K. Taylor</i>	<i>13.20</i>	<i>hours at</i>	<i>355.00</i>	<i>=</i>	<i>\$4,686.00</i>
<i>Robert A. Fisher</i>	<i>0.80</i>	<i>hours at</i>	<i>655.00</i>	<i>=</i>	<i>\$524.00</i>

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Computer Aided Research 550.20

**Total Expenses:** 550.20

**TOTAL AMOUNT DUE:** \$32,109.20

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**File No. 037179.000030**  
**Re: Claims Administration**

07/01/20	JAM	Review and comment on objection to priority tax claims (2.1); research in connection with same (1.1).	3.20	1,456.00
07/01/20	HBC	Work on tax objections and analysis.	1.90	959.50
07/01/20	ZHS	review draft objection to certain tax claims.	0.80	620.00
07/02/20	HBC	Work on tax issues.	0.50	252.50
07/02/20	JAM	Revise 3012 motion and email correspondence regarding same.	1.50	682.50
07/06/20	RWC	Preparation for telephone conference regarding state and local tax claims (.25); telephone conference with Brian Rosenthal, Hillary Crabtree and Julia May regarding state and local tax claims (.6); review documentation related to same (.4); office conferences regarding same (.25).	1.50	735.00
07/06/20	HBC	Call to discuss tax claims and strategy.	0.60	303.00
07/06/20	HBC	Coordinate with J. Henderson on administrative claim order.	0.30	151.50
07/06/20	JAM	Review tax objections and analysis regarding same (1.2); teleconferences and email correspondence regarding tax claims, settlement agreements and objections (2.8).	4.00	1,820.00
07/07/20	JAM	Revise tax objections.	2.00	910.00
07/07/20	ZHS	emails J. May and H. Crabtree regarding objections to tax claims.	0.60	465.00
07/08/20	RWC	E-Correspondence with Brian Rosenthal regarding North Carolina partnership income tax audit and related documentation (.25); e-correspondence and telephone conference with Robert Deans at the North Carolina Department of Revenue regarding same (.25); review documentation related to same (.25); office conferences regarding same (.25).	1.00	490.00
07/08/20	JAM	Review, revise and finalize tax objections.	1.50	682.50
07/09/20	RWC	E-correspondence with Brian Rosenthal regarding North Carolina partnership income tax audit (.1); e-correspondence with Terry Towler of Towler-Gil Holdings LLC regarding same (.1).	0.20	98.00

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**1058004**

07/10/20	ZHS	review and comment on objection to certain tax claims.	0.80	620.00
07/10/20	ZHS	emails H. Crabtree and J. May regarding objection to certain tax claims and separation of objection from motion to reject tax settlement agreements.	0.50	387.50
07/10/20	RWC	E-correspondence with Brian Rosenthal regarding North Carolina partnership income tax audit and nonresident partner's North Carolina tax returns (.1); e-correspondence with Terry Towler regarding same (.2); e-correspondence with Craig Davidson of the Davidson Law Firm regarding same (.2); telephone conference with Mr. Davidson, Mr. Rosenthal and Julia May regarding same (.8).	1.30	637.00
07/10/20	HBC	Work on tax objections.	0.80	404.00
07/13/20	RWC	E-correspondence with Craig Davidson from the Davidson Law Firm regarding Mr. Towler's 2017 North Carolina nonresident income tax return as related to North Carolina partnership income tax audit (.2); e-correspondence with Terry Towler regarding same (.2); e-correspondence with Todd Boolos regarding same (.2); e-correspondence with Brian Rosenthal regarding same (.2); office conferences regarding same (.2).	1.00	490.00
07/13/20	HBC	Work on tax claims, administrative claims.	1.30	656.50
07/13/20	JAM	Draft settlement documents (2.9); emails and teleconferences regarding dismissal and settlement agreements (2.9).	5.80	2,639.00
07/14/20	JAM	Research and analysis regarding 3012 and 506 (1.5); teleconferences and emails with G. Mathless and Z. Smith regarding claims objections (0.6); teleconference committee counsel regarding 3012 motion (0.5); review LLC agreement regarding tax claim issues (0.3); email and teleconferences regarding priority tax claim objections (.5).	3.40	1,547.00
07/14/20	RWC	Review Southern Deli Holdings LLC membership agreement and related tax provisions.	0.50	245.00
07/14/20	HBC	Correspondence with Johnson City Tax Authority.	0.20	101.00
07/15/20	RWC	E-correspondence with Brian Rosenthal regarding North Carolina partnership income tax audit (.2); telephone conference with Robert Deans at the North Carolina Department of Revenue regarding same (.3); telephone conference with the Bankruptcy Unit at the North Carolina Department of Revenue regarding same (.3).	0.80	392.00

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07/15/20	ZHS	emails H. Crabtree regarding inquiries from certain tax authorities.	0.20	155.00
07/15/20	HBC	Revise and forward tax objections.	0.40	202.00
07/15/20	HBC	Review notice of hearing, check court calendar.	0.10	50.50
07/15/20	HBC	Respond to Jackson Hearing and Air on claims.	0.20	101.00
07/15/20	HBC	Review MCA research.	0.30	151.50
07/16/20	ZHS	emails J. May, H. Crabtree, and J. Wu regarding finalizing objections to certain tax claims.	0.60	465.00
07/16/20	RWC	Telephone conference with the Bankruptcy Unit at the North Carolina Department of Revenue regarding settlement proposal for Southern Deli Holdings (.4); telephone conference with Anthony Bethea at the North Carolina Department of Revenue regarding same (.4); telephone conference with Robert Deans at the North Carolina Department of Revenue regarding same (.3); review documentation related to same (.4); e-correspondence with Brian Rosenthal regarding same; office conferences regarding same (.1).	1.60	784.00
07/16/20	HBC	Review and upload tax objections.	0.60	303.00
07/16/20	HBC	Review working draft of 3012 motion.	0.50	252.50
07/16/20	HBC	Assist with summary of secured and priority claims.	1.10	555.50
07/16/20	JAM	Teleconferences and email correspondence with auditor and NCDOR counsel regarding audit and settlement (2.2); review and revise tax objections (2.8).	5.00	2,275.00
07/17/20	RWC	E-correspondence with Brian Rosenthal regarding settlement proposal provided to the North Carolina Department of Revenue.	0.20	98.00
07/17/20	JAM	Teleconference Itria counsel regarding settlement, dismissal and WAITR issues (1.2); email correspondence regarding same (0.5); email correspondence with parties and court regarding setting hearing dates (0.9).	2.60	1,183.00
07/17/20	JAM	Teleconference B. Rosenthal regarding tax objections and settlement (0.9); review and revise objections and valuation motion (2.5).	3.40	1,547.00

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07/19/20	RWC	E-correspondence with Anthony Bethea at the North Carolina Department of Revenue regarding settlement proposal (.05); e-correspondence with Thomas Robbins at the North Carolina Department of Revenue regarding same (.05).	0.10	49.00
07/20/20	JAM	Revise 3012 motion for valuation (2.0); email correspondence regarding same (0.5).	2.50	1,137.50
07/20/20	RWC	E-correspondence with Anthony Bethea at the North Carolina Department of Revenue regarding settlement offer (.3); e-correspondence with Ron Williams at the North Carolina Attorney General's office regarding same (1.0).	1.30	637.00
07/20/20	JAM	Emails and teleconferences regarding tax claims and settlements (2.5); email and teleconferences regarding dismissal and itria settlement (1.6).	4.10	1,865.50
07/21/20	RWC	E-correspondence with Ron Williams at the North Carolina Attorney General's office regarding settlement offer for Southern Deli Holdings, LLC (.5); e-correspondence with Brian Rosenthal regarding same (.5); review Debtors' Objections to Tennessee Department of Revenue claims and related settlement agreement documentation (1.0); review Tennessee power of attorney requirements related to same (.5).	2.50	1,225.00
07/21/20	JAM	Email correspondence regarding municipal claim.	0.50	227.50
07/21/20	JAM	Finalize and file 3012 motion (.9); email and teleconferences regarding motion with MCA parties (.5).	1.40	637.00
07/21/20	HBC	Negotiate with Town of Christianburg on claim.	0.50	252.50
07/21/20	HBC	Coordinate power of attorney on tax claims.	0.50	252.50
07/22/20	JAM	Email and teleconferences regarding priority claims and proposed settlements.	2.00	910.00
07/22/20	HBC	Review priority claims settlement targets.	0.30	151.50
07/23/20	RWC	E-correspondence with Ron Williams at the North Carolina Attorney General's office regarding settlement proposal (.3); e-correspondence with Brian Rosenthal regarding same (.6); review documentation related to same (.8); review priority claim settlement targets and related documentation (.7); telephone conference with Brian Rosenthal and Hillary Crabtree regarding same (.5); prepare Alabama Department of Revenue power of attorney (.2); prepare Tennessee Department of Revenue power of attorney (.2).	3.30	1,617.00

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07/23/20	HBC	Tax call with R. Coyne and MERU.	0.50	252.50
07/23/20	HBC	Review claims register.	1.10	555.50
07/24/20	RWC	E-correspondence with Ron Williams at the North Carolina Attorney General's office regarding settlement proposal; review documentation related to same; research and review North Carolina tax provisions related to same; e-correspondence with Brian Rosenthal regarding same; office conferences regarding same; review Alabama power of attorney and related documentation.	1.80	882.00
07/26/20	RWC	E-correspondence with Ron Williams at the North Carolina Attorney General's office regarding settlement proposal.	0.20	98.00
07/27/20	RWC	Telephone conference with Ron Williams at the North Carolina Attorney General's office (1.1); Thomas Robbins and Stephen Brown from the North Carolina Department of Revenue regarding settlement proposals (1.2); telephone conference and e-correspondence with Brian Rosenthal regarding same (.8).	3.10	1,519.00
07/27/20	JAM	Emails and teleconferences with Itria regarding Settlement.	1.00	455.00
07/28/20	RWC	E-correspondence with Ron Williams at the North Carolina Attorney General's office regarding settlement proposal.	0.50	245.00
07/30/20	RWC	E-correspondence and telephone conference with Brian Rosenthal regarding partnership income tax claim and proposed settlement offer; research and review priority of North Carolina tax claims.	1.00	490.00
07/30/20	JAM	Research regarding attachment issues with MCA liens (1.2); email and teleconferences regarding same with purchaser (.8).	2.00	910.00
07/31/20	RWC	Review Southern Deli Holdings tax compliance obligations.	1.00	490.00
07/31/20	HBC	Assist on priority claim analysis.	1.10	555.50

**Total Services: 85.10 \$41,282.00**

<i>Zachary H. Smith</i>	3.50	hours at	775.00	=	\$2,712.50
<i>Hillary B. Crabtree</i>	12.80	hours at	505.00	=	\$6,464.00
<i>Rachel W. Coyne</i>	22.90	hours at	490.00	=	\$11,221.00

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*Julia A. May* 45.90 hours at 455.00 = \$20,884.50

Computer Aided Research 128.40

**Total Expenses:** 128.40

**TOTAL AMOUNT DUE:** \$41,410.40

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File No. **037179.000032**  
Re: **Other**

07/02/20	JAM	Teleconferences and email correspondence regarding amending plan and dismissal of SDH (2.2); research regarding dismissal and conversion (.8); draft analysis regarding dismissal (1.0).	4.00	1,820.00
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<b>Total Services:</b>	<b>4.00</b>	<b>\$1,820.00</b>
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*Julia A. May* 4.00 hours at 455.00 = \$1,820.00

<b>TOTAL AMOUNT DUE:</b>	<b>\$1,820.00</b>
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Invoice **1058004**  
Date 08/31/2020  
Page 28  
Terms Net 30 Days

**File No. 037179.000035**

**Re: Southern Deli Holdings Asset Sales**

07/13/20	JAM	MOD sale hearing (0.5); teleconferences regarding MOD sale and closing items (0.8); emails and teleconferences regarding performance claim and contract (0.9).	2.20	1,001.00
07/15/20	JAM	Email and teleconferences regarding equity sale and settlements.	1.90	864.50
07/21/20	JAM	Teleconferences and email correspondence regarding equity sale (1.4); revise motion (1.6).	3.00	1,365.00
<b>Total Services:</b>			<b>7.10</b>	<b>\$3,230.50</b>

*Julia A. May* 7.10 hours at 455.00 = \$3,230.50

**TOTAL AMOUNT DUE:**

**\$3,230.50**

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## REMITTANCE

**Moore & Van Allen PLLC**  
Attorneys at Law

Suite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003

T 704 331 1000  
F 704 331 1159

Client: Southern Deli  
File No: 037179

Invoice **1058004**  
Date 08/31/2020  
Terms Net 30 Days

TOTAL (100%) OF FEES:	\$162,276.50
90% OF TOTAL FEES:	\$146,048.85
TOTAL (100%) OF EXPENSES:	\$820.42
TOTAL AMOUNT DUE:	<u>\$163,096.92</u>

**PAYMENT DUE WITHIN TERMS NOTED ABOVE**

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Southern Deli  
131 E. Lincoln Ave., Suite C  
Ft. Collins, CO 80524-2493

Invoice **1058023**  
Date 08/31/2020  
Page 1  
Terms Net 30 Days

File No. 037179.000025  
Re: Asset Transactions

Total Services:	\$1,062.50
Total Expenses:	\$0.00
Total This Matter:	\$1,062.50

File No. 037179.000026  
Re: Case Administration and Business Operations

Total Services:	\$11,273.00
Total Expenses:	\$0.00
Total This Matter:	\$11,273.00

File No. 037179.000028  
Re: Fee Proceedings

Total Services:	\$5,582.00
Total Expenses:	\$0.00
Total This Matter:	\$5,582.00

File No. 037179.000029  
Re: Plan and Disclosure

Total Services:	\$34,473.00
Total Expenses:	\$237.51
Total This Matter:	\$34,710.51

File No. 037179.000030  
Re: Claims Administration

Total Services:	\$6,902.00
Total Expenses:	\$0.00
Total This Matter:	\$6,902.00

**Total (100%) of Fees: \$59,292.50**

**90% of Total Fees: \$53,363.25**

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Invoice **1058023**  
Date 08/31/2020  
Page 2  
Terms Net 30 Days

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**Total (100%) of Expenses: \$237.51**

**TOTAL AMOUNT DUE: \$59,530.01**

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Invoice	<b>1058023</b>
Date	08/31/2020
Page	3
Terms	Net 30 Days

**File No. 037179.000025**

**Re: Asset Transactions**

08/03/20	RED	Communication regarding MOD sale.	0.10	32.50
08/06/20	JXW	Review, revise and compile DMAC sale motion. Prepare same for filing.	1.10	297.00
08/06/20	HBC	Review Southern Deli DMAC sale documents.	1.10	555.50
08/07/20	JXW	Emails J. May, Z. Smith and H. Crabtree regarding filing fees; pay filing fee for DMAC sale motion.	0.50	135.00
08/14/20	GLM	Correspondence regarding closing of sonic sale escrow account.	0.10	42.50

<b>Total Services:</b>	<b>2.90</b>	<b>\$1,062.50</b>
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Hillary B. Crabtree	1.10	hours at	505.00	=	\$555.50
Reid E. Dyer	0.10	hours at	325.00	=	\$32.50
Gabriel L. Mathless	0.10	hours at	425.00	=	\$42.50
Joanne Wu	1.60	hours at	270.00	=	\$432.00

**TOTAL AMOUNT DUE:**

**\$1,062.50**

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Invoice **1058023**  
 Date 08/31/2020  
 Page 4  
 Terms Net 30 Days

**File No. 037179.000026**

**Re: Case Administration and Business Operations**

08/02/20	MKT	Draft 9019 motion for Itria and SD Holdings.	2.10	745.50
08/03/20	JXW	Emails H. Crabtree regarding fee statement objection deadline.	0.10	27.00
08/03/20	MKT	Draft 9019 motion re Itria (.3); draft settlement agreement with Itria (.9) telephone conference with R. Coyne re Tax settlement (.5); review and revise motion to dismiss (2.3).	4.10	1,455.50
08/03/20	RED	Prepare/revise proposed order regarding MOD omnibus rejection.	2.50	812.50
08/03/20	HBC	Finalize and file Aprio disclosures.	0.50	252.50
08/03/20	HBC	Review proposed omnibus rejection orders.	1.10	555.50
08/04/20	RED	Finalize and electronically file proposed orders granting rejection of MOD leases and contracts.	0.50	162.50
08/04/20	MKT	Draft tax 9019 motion.	1.10	390.50
08/04/20	HBC	Review settlement documents.	0.50	252.50
08/04/20	HBC	Forward employee 401K question.	0.10	50.50
08/05/20	JXW	Call with Stretto and emails with J. May regarding service on 9019 motion.	0.40	108.00
08/06/20	JXW	Review and proofread tax 9019 motion and prepare for filing.	0.80	216.00
08/06/20	JXW	Review, revise and compile SD Holdings motion to dismiss. Prepare same for filing.	1.10	297.00
08/06/20	HBC	Review Southern Deli motion to dismiss.	0.80	404.00
08/06/20	HBC	Call with bankruptcy administrator regarding Southern Deli procedures.	0.30	151.50
08/07/20	JXW	Emails J. May regarding notice of defective filing on motion to sell DMAC units.	0.30	81.00
08/07/20	JXW	File confirmation brief, declaration and claims agent voting declaration.	0.40	108.00
08/07/20	HBC	Coordinate case administration.	0.50	252.50

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Invoice  
Date 08/31/2020  
Page 5  
Terms Net 30 Days

**1058023**

08/07/20	HBC	Assist with case administration, operational matters and advice.	3.20	1,616.00
08/10/20	HBC	Review monthly reports.	1.10	555.50
08/11/20	HBC	Download and forward operating agreements.	0.30	151.50
08/12/20	GLM	Correspondence regarding voting declaration, withdrawal of libertas objection.	0.20	85.00
08/12/20	HBC	Discuss post-confirmation process and SD-Holdings.	2.10	1,060.50
08/13/20	JXW	prepare notice of withdrawal for notice of amended plan filed in error; emails Z. Smith and J. May regarding the same; emails to Stretto regarding affidavit of service.	0.20	54.00
08/13/20	JXW	Coordinate with clerk of court regarding notice filed in error.	0.40	108.00
08/14/20	HBC	Discuss timing of effective date, plan administrator activity.	2.40	1,212.00
08/18/20	JXW	Review plan administrator agreement and prepare for filing.	0.20	54.00
08/18/20	JXW	Review and revise notice of effective date.	0.20	54.00

**Total Services:**

**27.50 \$11,273.00**

<i>Hillary B. Crabtree</i>	<i>12.90</i>	<i>hours at</i>	<i>505.00</i>	<i>=</i>	<i>\$6,514.50</i>
<i>Reid E. Dyer</i>	<i>3.00</i>	<i>hours at</i>	<i>325.00</i>	<i>=</i>	<i>\$975.00</i>
<i>Gabriel L. Mathless</i>	<i>0.20</i>	<i>hours at</i>	<i>425.00</i>	<i>=</i>	<i>\$85.00</i>
<i>Matthew K. Taylor</i>	<i>7.30</i>	<i>hours at</i>	<i>355.00</i>	<i>=</i>	<i>\$2,591.50</i>
<i>Joanne Wu</i>	<i>4.10</i>	<i>hours at</i>	<i>270.00</i>	<i>=</i>	<i>\$1,107.00</i>

**TOTAL AMOUNT DUE:**

**\$11,273.00**

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Invoice **1058023**  
Date 08/31/2020  
Page 6  
Terms Net 30 Days

**File No. 037179.000028**  
**Re: Fee Proceedings**

08/04/20	JXW	Emails J. Riding regarding application of funds to fifth monthly invoice.	0.10	27.00
08/18/20	HBC	Draft final fee applications (2.8), review and comment on invoices (1.2).	4.10	2,070.50
08/19/20	HBC	Work on final fee application (3.1); Review and revise invoices (3.8).	6.90	3,484.50
<b>Total Services:</b>			<b>11.10</b>	<b>\$5,582.00</b>

<i>Hillary B. Crabtree</i>	<i>11.00</i>	<i>hours at</i>	<i>505.00</i>	<i>=</i>	<i>\$5,555.00</i>
<i>Joanne Wu</i>	<i>0.10</i>	<i>hours at</i>	<i>270.00</i>	<i>=</i>	<i>\$27.00</i>

**TOTAL AMOUNT DUE:**

**\$5,582.00**

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 Date 08/31/2020  
 Page 7  
 Terms Net 30 Days

**File No. 037179.000029**  
**Re: Plan and Disclosure**

08/03/20	MKT	Draft declaration of Brian Rosenthal in support of the Plan.	0.80	284.00
08/03/20	GLM	Revise, comment on draft confirmation brief.	1.50	637.50
08/03/20	JAM	Email and teleconferences regarding dismissal and confirmation issues.	0.90	409.50
08/03/20	HBC	Assist MERU with post-effective date plan budget.	0.60	303.00
08/03/20	HBC	Discuss plan steps and conditions precedent.	2.10	1,060.50
08/03/20	HBC	Start draft of confirmation order.	0.80	404.00
08/04/20	MKT	Draft confirmation brief.	4.50	1,597.50
08/04/20	GLM	Communications with M. Taylor, J. May relating to confirmation brief, case status.	0.30	127.50
08/04/20	GLM	Correspondence with A. Tsai regarding voting affidavit.	0.10	42.50
08/04/20	HBC	Review plan documents.	1.50	757.50
08/04/20	HBC	Review and comment on plan documents.	3.20	1,616.00
08/05/20	MKT	Review and revise confirmation brief.	3.10	1,100.50
08/05/20	GLM	Communications with J. May, M. Taylor regarding confirmation brief.	0.50	212.50
08/05/20	GLM	Comment on draft confirmation brief.	1.20	510.00
08/05/20	JAM	Review and revise plan supplement (1.1); email correspondence regarding same with Committee and prepetition secured lender (1.3).	2.40	1,092.00
08/05/20	HBC	Review committee comments to plan documents.	0.30	151.50
08/05/20	HBC	Revise confirmation order.	2.20	1,111.00
08/06/20	GLM	Communications with J. May, M. Taylor regarding confirmation brief, affidavits in support of same.	0.40	170.00
08/06/20	JAM	Review and revise confirmation brief (3.9); email and teleconferences regarding same (1.1).	5.00	2,275.00
08/06/20	HBC	Revise confirmation order.	1.10	555.50

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 Page 8  
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08/06/20	HBC	Review plan documents.	0.60	303.00
08/07/20	GLM	Communications with J. May, M. Taylor, Z. Smith regarding confirmation brief, filing of same, supporting affidavits.	0.50	212.50
08/09/20	MKT	Draft talking points re Plan confirmation.	1.40	497.00
08/10/20	GLM	Correspondence with A. Tsai, J. May, M. Taylor regarding voting declaration, servicing.	0.20	85.00
08/10/20	JAM	Revise plan and plan supplement for final filing (2.9); email and teleconferences regarding settlements and releases (1.2).	3.30	1,501.50
08/10/20	HBC	Review and update confirmation order.	0.80	404.00
08/11/20	MKT	Draft reply to Libertas objection (.5); telephone conference with J. May re same (.3); telephone conference with J. May, Bridge, the UCC, and Libertas re same (.5).	1.30	461.50
08/11/20	JAM	Review Libertas objection (0.2); email and telephone correspondence regarding objection with Committee, prepetition lender and B. Rosenthal (2.9); review Libertas claim and prior correspondence (1.0); revise plan, plan supplement and confirmation order (.9); email correspondence regarding same and confirmation matters (1.2).	6.20	2,821.00
08/11/20	GLM	Review libertas objection.	0.20	85.00
08/11/20	HBC	Assist with Plan process and conflicts.	2.30	1,161.50
08/11/20	HBC	Assist J. May with confirmation hearing prep.	1.10	555.50
08/12/20	JXW	Prepare (i) amended plan and notice of amended plan; (ii) confirmation order and notice for filing; and (iii) notice of plan supplement and file.	2.50	675.00
08/12/20	MKT	Draft notices for confirmation order, amended plan, and amended plan supplement (.9); correspond with J. May re same (.6).	1.60	568.00
08/12/20	JAM	Finalize plan supplement, confirmation order and amended plan and prepare for hearing (2.9); teleconferences and emails regarding confirmation and resolving objections (1.1).	4.00	1,820.00
08/12/20	HBC	Assist with noting third party releases cases.	0.50	252.50

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Page 9  
Terms Net 30 Days

**1058023**

08/13/20	MKT	Research re third-party releases in the Western District of North Carolina.	0.60	213.00
08/13/20	JAM	Prepare for confirmation hearing.	2.50	1,137.50
08/13/20	JAM	Revise confirmation order and emails and teleconferences regarding same.	1.50	682.50
08/14/20	JAM	Prepare for and participate in confirmation hearing (2.5); finalize and submit orders (1.5).	4.00	1,820.00
08/17/20	GLM	Draft escrow release instructions, certifications.	1.50	637.50
08/17/20	GLM	Communications with B. Rosenthal, Z. Smith, J. May regarding escrow release process and documentation, plan effectiveness.	0.50	212.50
08/17/20	JAM	Email and teleconferences regarding confirmation order and conditions for effectiveness, and effective date funding and transfers.	2.90	1,319.50
08/18/20	JAM	Finalize plan supplement (1.1); email and teleconferences regarding effective dates conditions and notice of effective date (.5); email correspondence and teleconferences regarding sale escrows and wind down fund (1.9).	3.00	1,365.00
08/19/20	GLM	Communications with JPM, J. May, B. Rosenthal regarding escrow instructions, disbursements.	0.30	127.50
08/19/20	JAM	Email and teleconference regarding effective date and post-confirmation deadline (0.9); finalize notice of effective date (0.5).	1.40	637.00
08/19/20	JAM	email correspondence and teleconferences with JPM regarding sale escrows and confirmation order.	1.10	500.50

**Total Services:**

**78.30 \$34,473.00**

<i>Hillary B. Crabtree</i>	<i>17.10</i>	<i>hours at</i>	<i>505.00</i>	<i>=</i>	<i>\$8,635.50</i>
<i>Gabriel L. Mathless</i>	<i>7.20</i>	<i>hours at</i>	<i>425.00</i>	<i>=</i>	<i>\$3,060.00</i>
<i>Julia A. May</i>	<i>38.20</i>	<i>hours at</i>	<i>455.00</i>	<i>=</i>	<i>\$17,381.00</i>
<i>Matthew K. Taylor</i>	<i>13.30</i>	<i>hours at</i>	<i>355.00</i>	<i>=</i>	<i>\$4,721.50</i>
<i>Joanne Wu</i>	<i>2.50</i>	<i>hours at</i>	<i>270.00</i>	<i>=</i>	<i>\$675.00</i>

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Computer Aided Research 237.51

**Total Expenses:** 237.51

**TOTAL AMOUNT DUE:** \$34,710.51

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 Terms Net 30 Days

**File No. 037179.000030**  
**Re: Claims Administration**

08/03/20	RWC	E-correspondence and telephone conference with Ron Williams at the North Carolina Attorney General's Office regarding draft settlement agreement for partnership tax matters.	1.40	686.00
08/03/20	HBC	Review NCDOR settlement (.5), call with R. Coyne (.2).	0.70	353.50
08/04/20	RWC	Review and revise draft settlement agreement.	0.90	441.00
08/04/20	JAM	Review and revise settlement agreement with NCDOR (0.9); revise settlement motions (1.5).	2.40	1,092.00
08/05/20	RWC	E-correspondence and telephone conferences with Ron Williams at the North Carolina Attorney General's office regarding settlement agreement.	2.00	980.00
08/06/20	JAM	Finalize 9019 and settlement agreements (1.4); email correspondence regarding same (1.0).	2.40	1,092.00
08/06/20	HBC	Review final claim register.	0.50	252.50
08/07/20	RWC	E-correspondence with Matthew Gaske at the Tennessee Department of Revenue regarding Tennessee tax claims and related powers of attorney.	0.50	245.00
08/07/20	HBC	Review and forward Edward Don dismissal documents.	0.30	151.50
08/07/20	HBC	Review Aramark claims.	0.70	353.50
08/07/20	HBC	Call with Aramark counsel (.3). Confirming email (.2).	0.50	252.50
08/10/20	RWC	E-correspondence with Matthew Gaske regarding Tennessee tax claims and powers of attorney.	0.50	245.00
08/10/20	HBC	Negotiate Aramark administrative claims.	0.40	202.00
08/12/20	HBC	Finalize Aramark resolution.	1.10	555.50
<b>Total Services:</b>			<b>14.30</b>	<b>\$6,902.00</b>

<i>Hillary B. Crabtree</i>	<i>4.20</i>	<i>hours at</i>	<i>505.00</i>	<i>=</i>	<i>\$2,121.00</i>
<i>Rachel W. Coyne</i>	<i>5.30</i>	<i>hours at</i>	<i>490.00</i>	<i>=</i>	<i>\$2,597.00</i>
<i>Julia A. May</i>	<i>4.80</i>	<i>hours at</i>	<i>455.00</i>	<i>=</i>	<i>\$2,184.00</i>

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 Swift: BOFAUS3N

Invoice **1058023**  
Date 08/31/2020  
Page 12  
Terms Net 30 Days

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**TOTAL AMOUNT DUE:**

**\$6,902.00**

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Moore & Van Allen PLLC  
PO Box 198743  
Atlanta, GA 30384-8743

**ACH:**  
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Bank: Bank of America  
A/C #: 000001588755  
ABA#: 053000196

**Wire:**  
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## REMITTANCE

**Moore & Van Allen PLLC**  
Attorneys at Law

Suite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003

T 704 331 1000  
F 704 331 1159

Client: Southern Deli  
File No: 037179

Invoice **1058023**  
Date 08/31/2020  
Terms Net 30 Days

**TOTAL (100%) OF FEES: \$59,292.50**

**90% OF TOTAL FEES: \$53,363.25**

**TOTAL (100%) OF EXPENSES: \$237.51**

**TOTAL AMOUNT DUE: \$59,530.01**

**PAYMENT DUE WITHIN TERMS NOTED ABOVE**

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Southern Deli  
131 E. Lincoln Ave., Suite C  
Ft. Collins, CO 80524-2493

Invoice **1058458**  
Date 08/31/2020  
Page 1  
Terms Net 30 Days

File No. 037179.000034

Re: Southern Deli Holdings Case Administration

Total Services:	\$3,503.50
Total Expenses:	\$0.00
Total This Matter:	\$3,503.50

File No. 037179.000035

Re: Southern Deli Holdings Asset Sales

Total Services:	\$6,370.00
Total Expenses:	\$0.00
Total This Matter:	\$6,370.00

**Total (100%) of Fees: \$9,873.50**

**90% of Total Fees: \$8,886.15**

**Total (100%) of Expenses: \$0.00**

**TOTAL AMOUNT DUE: \$9,873.50**

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131 E. Lincoln Ave., Suite C  
Ft. Collins, CO 80524-2493

Invoice	<b>1058458</b>
Date	08/31/2020
Page	2
Terms	Net 30 Days

**File No. 037179.000034**

**Re: Southern Deli Holdings Case Administration**

08/20/20	JAM	Prepare for and participate in hearing on sale of equity interests and motion to dismiss (2.0); finalize and upload orders (0.5); emails regarding dismissal and sale (1.2).	3.70	1,683.50
08/26/20	JAM	Prepare for hearing on dismissal and sale (3.0); emails and teleconferences regarding same (1.0).	4.00	1,820.00

<b>Total Services:</b>	<b>7.70</b>	<b>\$3,503.50</b>
------------------------	-------------	-------------------

*Julia A. May*                      7.70      hours at      455.00      =      \$3,503.50

<b>TOTAL AMOUNT DUE:</b>	<b>\$3,503.50</b>
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Invoice **1058458**  
Date 08/31/2020  
Page 3  
Terms Net 30 Days

File No. 037179.000035

Re: Southern Deli Holdings Asset Sales

08/03/20	JAM	Revise sale motion, APA and sale order (4.4); email and teleconferences regarding same (1.6).	6.00	2,730.00
08/04/20	JAM	Email and teleconference regarding equity sale (0.8) revise documents regarding same (1.9).	2.70	1,228.50
08/07/20	JAM	Finalize equity sale motion (1.4); email and teleconferences regarding same (1.0).	2.40	1,092.00
08/18/20	JAM	Revise and finalize certifications and escrow release instructions (1.0); teleconferences regarding same with JPM and B. Rosenthal (1.1).	2.10	955.50
08/25/20	JAM	Email correspondence regarding 8/27 hearing and pending motions.	0.80	364.00
<b>Total Services:</b>			<b>14.00</b>	<b>\$6,370.00</b>

*Julia A. May* 14.00 hours at 455.00 = \$6,370.00

**TOTAL AMOUNT DUE:**

**\$6,370.00**

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File No: 037179

Invoice **1058458**  
Date 08/31/2020  
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TOTAL (100%) OF FEES:	<b>\$9,873.50</b>
90% OF TOTAL FEES	<b>\$8,886.15</b>
TOTAL (100%) OF EXPENSES:	<b>\$0.00</b>
<b>TOTAL AMOUNT DUE:</b>	<b>\$9,873.50</b>

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